



## CARLSMED, INC.

### NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

#### I. Purpose

The nominating and corporate governance committee (the “Committee”) of the Board of Directors (the “Board”) of Carlsmed, Inc., a Delaware corporation (the “Company”), is appointed by the Board for the purpose of assisting the Board with:

- identifying individuals qualified to serve as directors of the Company and on committees of the Board;
- Board composition, procedures and committees;
- overseeing the Company’s compliance with healthcare regulatory requirements;
- developing and implementing the Company’s corporate governance guidelines; and
- developing and overseeing a process to evaluate the Board, the Board chairperson, the Board committees, the committee chairpersons, individual directors and the Company’s management.

This charter (the “Charter”) sets forth the authority and responsibility of the Committee in fulfilling its purpose. The Committee shall undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe. All powers of the Committee are subject to the restrictions designated in the Company’s bylaws and by applicable law.

#### II. Committee Membership

The Committee members (each, a “Member” and collectively, the “Members”) shall be appointed by the Board in accordance with the Company’s bylaws and shall serve at the discretion of the Board. Members may be removed at any time by the Board. The Committee shall consist of at least two (2) members of the Board, each of which must be “independent” as defined in Nasdaq Listing Rule 5605(a)(2), which determination of independence will be made by the Board. Unless a chairperson is elected by the full Board, the members of the Committee may designate a chairperson by majority vote of the full Committee membership.

Any member of the Committee may resign from the Committee at any time upon notice of such resignation to the Company. The Board shall have the power at any time to remove a member of the Committee with or without cause, to fill all vacancies, and to designate alternate members, upon the recommendation of the Committee, to replace any absent or disqualified members.

#### III. Structure and Meetings

The Committee shall conduct its business and meetings in accordance with this Charter, the Company’s bylaws and any direction set forth by the Board. The chairperson of the Committee shall be designated by the Board or, in the absence of such a designation, by a majority of the Members. In the event of a tie vote on any issue, the chairperson’s vote shall decide the issue. The designated chairperson shall preside at each meeting of the Committee and, in consultation with the other Members, shall set the

frequency and length of each meeting and the agenda of items to be addressed at each meeting. In the absence of the designated chairperson at any meeting of the Committee, the Members present at such meeting shall designate a chairperson for the purposes of such meeting (not to include any adjournment thereof) by majority vote. The chairperson of the Committee (or other member designated by the chairperson or the Committee in the chairperson's absence) shall regularly report to the full Board on its proceedings and any actions that the Committee takes.

The Committee shall meet as often as it determines to be necessary and appropriate, but not less than twice annually. The Committee may establish its own schedule, provided that it shall provide such schedule to the Board in advance. The chairperson of the Committee or a majority of the Members may call special meetings of the Committee upon notice as is required for special meetings of the Board in accordance with the Company's bylaws. A majority of the appointed Members, but not less than two (2) Members, shall constitute a quorum for the transaction of business. The Committee shall approve matters by the affirmative vote of a majority of the Members of the Committee. Members may participate in a meeting through use of conference telephone or similar communications equipment, so long as all Members participating in such meeting can hear one another, and such participation shall constitute presence in person at such meeting. The Committee may meet with any person or entity in executive session as desired by the Committee. The Committee shall maintain written minutes of its meetings in paper or electronic form, which minutes shall be filed with the minutes of the meetings of the Board.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to the Committee as it deems 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.

The Company will provide new members of the Committee with appropriate onboarding briefings, and the full Committee with educational resources and opportunities related to corporate governance and other matters may be appropriate or requested by 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 Members consent thereto in writing or via electronic transmission and the same are filed with the minutes of the proceedings of the Committee. The Committee may form and delegate authority to subcommittees when appropriate.

#### **IV. Duties and Responsibilities**

In fulfilling its purposes as stated in this Charter, the Committee shall undertake the specific duties and responsibilities listed below and such other duties and responsibilities as the Board shall from time to time prescribe and shall have all powers necessary and proper to fulfill all such duties and responsibilities. Subject to applicable Board and stockholder approvals, the Committee shall:

##### **A. Board Composition, Independence and Nominating Activities**

1. Assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by stockholders or others. The Committee may, if it deems appropriate, establish procedures to be followed by stockholders in submitting recommendations for Board candidates.
2. Consider qualifications for Board membership, which qualifications may include, among others, the highest personal and professional integrity, demonstrated exceptional ability and judgment, broad experience in business, finance or administration, ability to serve the

long-term interests of the Company's stockholders, sufficient time available to devote to the affairs of the Company, and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board.

3. Review and assess the activities and associations of each candidate for service on the Board to ensure that there is no legal impediment, conflict of interest, or other consideration that might hinder or prevent service on the Board. In making its assessment, the Committee shall bear in mind that the foremost responsibility of a director of a Company is to represent the interests of the stockholders as a whole.
4. Consider the value to the Company of procuring continuing service from a number of qualified incumbent directors to promote stability and continuity in the boardroom, contribute to the Board's ability to work as a collective body and give the Company the benefit of familiarity and insight into the Company's affairs that directors would accumulate during their tenure.
5. Review annually with the Board the composition of the Board as a whole and recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, and expertise required for the Board as a whole and contains majority of independent directors.
6. Periodically consider and make recommendations to the Board regarding the size and composition of the Board and each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Committee, and recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.

B. Corporate Governance

1. Consider, develop and make recommendations to the Board regarding governance matters, including, but not limited to, proposed amendments to the Company's certificate of incorporation, bylaws, and the charters of the Company's other committees.
2. Consider, develop and make recommendations to the Board regarding Company policies, including the corporate governance principles adopted by the Board.
3. Oversee the annual self-evaluations of the Board, its committees and each director, and enable high-quality continuing education opportunities to prepare the Board to help the Company deliver on its strategic objectives.
4. Make recommendations on the frequency and structure of Board meetings.
5. Periodically review the Board committee structure in accordance with, among other things, the criteria set forth in the Corporate Governance Guidelines and the applicable independence and other requirements of the Nasdaq listing rules and the rules and regulations of the SEC, and recommend any membership changes to the Board for its approval.
6. Monitor the functioning and effectiveness of the committees of the Board and make recommendations for any changes, including the creation and elimination of committees.

7. Review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and report any recommendations to the Board.
8. Recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.
9. Consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

C. **Other Responsibilities**

1. Develop, recommend to the Board and review the Company's environmental, social and governance efforts and policies, as the Committee deems appropriate.
2. Assist the Board and Management in evaluating and overseeing the Company's short-term key results and long-term strategic objectives related to the Company's product commercialization or business development plans.
3. Develop and recommend to the Board for approval a CEO succession plan (the "Succession Plan"), review the Succession Plan periodically, develop and evaluate potential candidates for CEO and recommend to the Board any changes to any candidates for succession under the Succession Plan.
4. Review this Charter regularly and propose any changes that are deemed appropriate for consideration to the Board.
5. Perform such other functions and have such other powers consistent with this Charter, the Company's bylaws and applicable law as the Committee or the Board may deem appropriate.

V. **Consideration of Director Candidates Recommended by Stockholders**

It is the policy of the Committee to consider any director candidates recommended by stockholders of the Company, provided the information regarding director candidates recommended by stockholders is submitted to the Committee in compliance with the Company's bylaws.

VI. **Qualifications of Board Candidates**

There are no specific, minimum qualifications that the Committee shall require to be met by a Committee-recommended nominee for a position on the Board, nor are there any specific qualities or skills that are necessary for one or more of the Company's directors to possess, other than as are necessary to meet specific requirements under the rules of the SEC and the Nasdaq listing rules.

The Committee shall consider a potential candidate's experience, areas of expertise, and other factors relative to the overall composition of the Board.

VII. **Process for Identification and Evaluation of Director Candidates**

The Committee's process for identifying and evaluating nominees for director, including nominees recommended by stockholders, shall involve (with or without the assistance of a search firm, which the Committee shall have the sole authority, to the extent it deems necessary or appropriate, to retain) compiling names of potentially eligible candidates, vetting candidates' qualifications, conducting background and reference checks, conducting interviews with candidates and/or others (as schedules permit), meeting to consider and recommend final candidates to the Board and, as appropriate, preparing and presenting to the Board an analysis with regard to particular, recommended candidates. The Committee also will identify director nominees who have the highest personal and professional integrity, have demonstrated exceptional ability and judgment, and, together with other director nominees and members, shall effectively serve the stockholders' long-term interests and contribute to the Company's overall corporate goals. There shall be no differences in the manner in which the Committee evaluates nominees for director based on whether the nominee is recommended by a stockholder.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms. The Committee shall receive appropriate funding from the Company for the payment of reasonable compensation to any such advisor or legal counsel retained by the Committee.

The Committee will be directly responsible for the appointment, compensation, and oversight of any advisor it retains. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of any director search firm, outside legal counsel or other advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Committee shall set the compensation and retention terms and oversee the work of any director search firm, outside legal counsel or any other advisors. Any communications between the Committee and its outside legal counsel will be privileged communications.

Any director search firm and any other advisors retained by the Committee shall be independent as determined in the discretion of the Committee.

#### **VIII. Performance Evaluation**

The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall also perform an evaluation of its own performance periodically, which shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other Member of the Committee designated by the Committee to make this report.

#### **IX. Compliance Matters**

The Committee shall be responsible for oversight of all compliance matters of the Company, other than those matters for whom oversight has been specifically provided to another Committee of the Board. The Committee shall periodically receive updates about compliance matters from the General Counsel or other appropriate executive officer. The aforementioned person shall have the authority to communicate

directly with the Committee about compliance matters, including actual and alleged violations of law and any matters involving criminal or potential criminal conduct.