



## Compensation and Talent Development Committee Charter

### 1. Purpose

The Compensation and Talent Development Committee (the “*Committee*”) discharges certain responsibilities of the Board of Directors (the “*Board*”) of Orthofix Medical Inc. (the “*Company*”) relating to the compensation of the Company’s Executive Leadership Team (ELT).<sup>1</sup> The Committee has overall responsibility for reviewing and approving the Company’s executive compensation plans, policies and programs (and, in the case of the President and Chief Executive Officer’s compensation, recommending to the Board for determination by the Board, the goals and objectives relevant to the compensation of the President and Chief Executive Officer as well as the total compensation package for the President and Chief Executive Officer). The Committee also has overall responsibility for reviewing and recommending to the Board the compensation of non-employee directors.

The Committee has responsibility for review of the Company’s programs, policies, and practices related to the development of people leaders and engagement of employees with a goal of creating a highly effective workforce.

### 2. Membership

- a. Members. The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than two members. The members of the Committee shall be appointed by the Board.
- b. Qualifications. The Board shall make a good-faith determination that each member of the Committee: (i) meets all applicable independence and other requirements of the Nasdaq Stock Market (including those contained in Nasdaq Listing Rule 5605(d)(2)) (“*Independence Requirements*”); and (ii) is a “non-employee director” within the meaning of the rules promulgated under Section 16(b) of the Securities Exchange Act of 1934, as amended (“*Section 16*”); provided, however, that a failure to meet any of such requirements shall not invalidate decisions made, or actions taken, by the Committee.
- c. Chairperson. The chairperson of the Committee shall be appointed by the Board.
- d. Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board. In addition, membership on the Committee shall automatically end at such time as the Board determines that a member: (i) ceases to meet the Independence Requirements; and (ii) ceases to be a “non-employee director” for purposes of Section 16.

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<sup>1</sup> As used in this charter, the term “Executive Leadership Team,” or “ELT,” generally shall mean those individuals who are Senior Vice President-level or above and report directly to the President and Chief Executive Officer. The Committee and the President and Chief Executive Officer will from time to time review those individuals who qualify as ELT members, but at all times the Executive Leadership Team shall include the Company’s president, principal financial officer, and any officers covered in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended.

### 3. Committee Structure and Operations

- a. Meetings. The chairperson of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings. The Committee may establish its own procedures in a manner not inconsistent with this charter, the Company's certificate of incorporation, bylaws and other corporate governance documents, applicable laws, regulations or listing standards (the "*Legal Requirements*"). 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 of the Committee to provide such information as the Committee requests; provided, however, that the President and Chief Executive Officer may not be present during voting or deliberations with respect to his or her own compensation arrangements (whether such voting or deliberation is occurring at the Committee or Board level).
- b. Agenda. The chairperson of the Committee shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and the Company's management. To the extent practical, the agenda and information concerning the business to be conducted at each Committee meeting shall be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.
- c. Report to Board. The Committee shall report its significant actions to the Board on a regular basis (to the extent that the full Board has not otherwise been made aware of such actions in the interim, including by guest attendance at the applicable Committee meeting).
- d. Self-Evaluation; Assessment of Charter. The Committee shall participate in an annual performance self-evaluation in conjunction with the Board annual self-evaluation. The Committee shall conduct an annual review of this charter and recommend any proposed changes to the Board.
- e. Access and Information. The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purposes.

### 4. Duties and Responsibilities

- a. The Committee shall recommend to the Board for approval by the Board the goals and objectives relevant to the compensation of the President and Chief Executive Officer and, in conjunction with the Board, evaluate at least annually the performance of the President and Chief Executive Officer in light of these goals and objectives and other factors it deems appropriate, and based on the foregoing, recommend to the Board for determination by the Board the total compensation package for the President and Chief Executive Officer (with the President and Chief Executive Officer not being present during voting or deliberations regarding such determination).
- b. The Committee shall, on at least an annual basis, review, approve and determine the total compensation package for the Executive Leadership Team (other than the President and Chief Executive Officer) (the "*Non-CEO Leadership*"), including, without limitation and to the extent applicable, their base salaries, bonus, annual incentives, deferred compensation, and equity-based compensation (including any stock options or restricted stock units, whether time-based or performance-based vesting), incentive compensation, supplemental and incidental benefits and perquisites. The Committee may make all determinations and take any actions that are reasonably appropriate or necessary in the course of establishing the compensation of the Non-CEO Leadership (including, as it sees fit, receiving and evaluating recommendations of the President and Chief Executive Officer or other appropriate members of management or the Company's human resources department with

respect to the compensation of the Non-CEO Leadership and other non-executive employees).

- c. In considering compensation matters, the Committee may consider, without limitation, and as it deems applicable and appropriate, the Company's performance and relative total stockholder return, compensation at comparable companies, compensation to the President and Chief Executive Officer and Non-CEO Leadership in past years and other relevant factors as determined by the Committee or the Board.
- d. The Committee shall review and recommend to the Board, for the Board's further review and approval, compensation programs for non-employee directors consistent with the Legal Requirements and including consideration of cash and equity components of this compensation (provided that the Committee may directly grant and approve equity awards to non-employee directors consistent with levels previously approved by the Board).
- e. The Committee shall (a) review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A"), and based on such review and discussion recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K, as applicable, and (b) produce the compensation committee report on executive officer compensation required to be included in the Company's annual proxy statement or annual report on Form 10-K, as applicable.
- f. The Committee shall review the results of and procedures for the evaluation of the performance of Non-CEO Leadership by the President and Chief Executive Officer.
- g. The Committee shall have overall responsibility for evaluating equity-based and incentive compensation plans, policies and programs of the Company and granting awards in any form permitted under the respective plans in accordance with the terms of such plans; provided, however, that the Board shall have the responsibility to adopt and approve any new or material modifications to long-term incentive compensation, employee stock purchase or equity plans, programs or similar arrangements that the Company establishes for, or makes available to, its employees and consultants (collectively, the "Plans").
- h. The Committee shall review periodically the Plans, the appropriateness of the allocation of benefits under the Plans and the extent to which the Plans are meeting their intended objectives and shall modify any Plan that yields payments and benefits that are not reasonably related to employee performance.
- i. The Committee shall administer the Plans in accordance with their terms, construe all terms, provisions, conditions and limitations of the Plans and make factual determinations required for the administration of the Plans.
- j. The Committee shall periodically review the Company's programs, policies, and practices related to (i) developing effective people leaders, (ii) succession planning of people leaders below the executive level, and (iii) maintaining a highly engaged workforce.
- k. The Committee shall review and approve (and in the case of the President and Chief Executive Officer and non-employee directors, recommend to the Board for further approval and/or determination, provided, that the Chief Executive Officer may not be present during Board voting or deliberations regarding his or her own agreements and compensation arrangements), all new employment, consulting, retirement, arrangements, perquisites and payments proposed for the President and Chief Executive Officer, Non-CEO Leadership and Board members. The Committee shall also periodically review and evaluate existing agreements and arrangements with the President and Chief Executive Officer, Non-CEO Leadership and Board members for continuing appropriateness.

- l. The Committee shall review and approve all agreements providing for severance and/or rights in connection with a change-in-control transaction (other than those involving the President and Chief Executive Officer, as to which the Committee shall make recommendations to the Board for its approval and determination).
- m. The Committee shall adopt and periodically review a statement of the Company's executive compensation philosophy, strategy and principles that has the support of the Board, and endeavor to administer the Company's compensation program fairly and consistently in accordance with these principles.
- n. The Committee shall oversee the process for identifying and addressing any material risks relating to the Company's compensation policies and practices. The Committee shall annually assess the Company's compensation policies and practices to determine whether such policies and practices encourage imprudent risk taking, and/or would be reasonably likely to have a material adverse effect on the Company. In connection with these matters, the Committee shall obtain an annual compensation-based risk assessment report from an outside compensation consultant.
- o. The Committee shall be responsible for monitoring the application of, and compliance with, the Company's stock ownership guidelines applicable to the Company's non-employee directors, President and Chief Executive Officer, Non-CEO Leadership and certain senior-level employees.
- p. The Committee shall be responsible for administering, interpreting and construing the Company's incentive compensation recovery policy.
- q. The Committee shall review and recommend to the Board for approval the frequency with which the Company will submit advisory proposals to the Company's stockholders relating to executive compensation. In making such recommendation, the Committee shall consider the results of voting on the most recent advisory proposal relating to such frequency submitted to the Company's stockholders pursuant Section 14A(a)(2) of the Securities Exchange Act of 1934. In making decisions affecting the Company's executive compensation policies and practices, the Committee shall consider the results of voting on advisory proposals submitted to the Company's stockholders relating to executive compensation.
- r. The Committee shall have oversight of management's communication and engagement with shareholders on matters related to executive compensation.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as it deems appropriate for the performance of its duties. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee and management, as it deems appropriate in accordance with the Legal Requirements.

The Committee shall have the power and authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other adviser, and shall be directly responsible for the appointment, compensation and oversight of any such compensation consultant, legal counsel or other adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, legal counsel or other adviser retained by the Committee. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the factors described in Nasdaq Listing Rule 5605(d)(3)(D).

## **5. Governance Requirements**

The chairperson of the Committee or a majority of the Committee members may call meetings of the Committee at any time and for any reason. The notice of meeting need not include specified agenda items and must be provided to the Committee members no less than 24 hours prior to any meeting using any method available under the Legal Requirements. Attendance at any meeting of the Committee shall constitute a waiver of the notice requirement by such member, except when the member attends a meeting for the express purpose of objecting at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. In addition, a written waiver of notice, signed by the member entitled to notice, or a waiver by electronic transmission by the member entitled to notice, whether before or after the time of the meeting, shall be deemed equivalent to valid notice. Meetings may be held using any form of communications equipment, so long as all Committee members participating in the meeting can communicate with each other in real-time, including, but not limited to, via conference call, e-mail, instant messaging or otherwise using a virtual platform. A majority of the Committee members will constitute a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at a meeting at which a quorum is present will be the act of the Committee, unless in either case a greater number is required by the Legal Requirements. Additionally, the Committee may act by unanimous written consent of all Committee members, or by unanimous consent evidenced by any other form of communication, whether or not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process, unless such action in such matter is expressly prohibited by the Legal Requirements.

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