



## **Nominating, Governance and Sustainability Committee Charter**

### **1. Purpose**

The purpose of the Nominating, Governance and Sustainability Committee ("Committee") of the Board of Directors ("Board") of Orthofix Medical Inc. ("Company") shall be to: (i) assist the Board by identifying individuals qualified to become Board members, (ii) recommend to the Board the director nominees for election at the next annual meeting of stockholders, (iii) develop and recommend to the Board the Company's corporate governance principles and guidelines, and (iv) evaluate potential candidates for executive positions, as appropriate.

### **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. All members of the Committee shall be independent directors, as independence is defined in accordance with the rules, regulations, and standards of the Nasdaq Stock Market, and as determined in the business judgment of the Board; provided, however, that if the Committee is comprised of at least three members, one director, who is not an Independent Director as defined in Rule 5605(a)(2) of the Nasdaq Listing Rules (or any successor rule thereto) and is not currently an Executive Officer (as defined in the Nasdaq Listing Rules) or employee or a Family Member (as defined in the Nasdaq Listing Rules) of an Executive Officer, may be appointed to the Committee if the Board, under exceptional and limited circumstances, determines that such individual's membership on the Committee is required by the best interests of the Company and its stockholders. To the fullest extent permitted by applicable law, any actions taken by the Committee during any period in which any member (or members) fails for any reason to satisfy the foregoing membership requirements shall nevertheless be duly authorized actions of the Committee for all corporate purposes.
- c. Chair. The chairperson of the Committee shall be appointed by the Board.
- d. Removal and Replacement. Committee members may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board.

### **3. Committee Structure and Operations**

- a. Meetings. The chairperson of the Committee, in consultation with Committee members, shall determine the schedule and frequency of 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").
- b. Agenda. The chairperson of the Committee shall develop and set the agenda for each meeting of the Committee in consultation with other Committee members, the Board, and management.

- 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. Minutes. Minutes shall be prepared for each meeting of the Committee, which minutes shall be submitted to the Committee for review and approval.
- e. 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.

#### **4. Duties and Responsibilities**

- a. The Committee shall identify and recommend to the Board nominees for election or reelection to the Board, or for appointment to fill any vacancy that is anticipated or has arisen on the Board, in accordance with the Company's corporate governance guidelines and this charter. The Committee shall report to the Board periodically on the status of these efforts. The Committee shall review candidates for the Board recommended by stockholders pursuant to the procedures described in the Company's proxy statement. The invitation to join the Board shall be extended by the Chairperson of the Board after the appointment is approved by the Board.
- b. The Committee shall seek to establish and maintain a Board that is strong in its collective diversity and range of talent, skills, background, experience and expertise, including with respect to executive leadership, finance, research and development, corporate governance, corporate responsibility, operations, compliance, quality and regulatory matters, global business, sales, distribution, technologies and industry knowledge. The Committee shall review with the Board, on an annual basis, the current composition of the Board in light of the characteristics of independence, skills, experience, and availability of service to the Company of its members, and of anticipated needs. When considering whether a current director should continue their service on the Board and/or any of its committees, the Committee may consider any factors it deems appropriate, including such director's record of service, including attendance record, meeting preparation, and overall contribution to the Board and/or such committee. As the Committee deems necessary or appropriate, it may retain a third party to assist it in identifying or evaluating any potential nominees for director. When the Committee reviews a potential new candidate, it may consider specifically the candidate's qualifications in light of the needs of the Board at that time given the then-current mix of director attributes.
- c. Following a significant change in a director's principal occupation, the Committee has the authority to assess, as appropriate and in light of then-current Board policies, the continued services of such director on the Board and/or its committees.
- d. The Committee shall identify and recommend to the Board, after consultation with, and input from, the Chairperson of the Board, the directors to serve as members of the Audit and Finance Committee, the Compensation and Talent Development Committee, the Compliance and Ethics Committee, and this Committee. In addition, the Committee shall recommend to the Board, after consultation with, and input from, the Chairperson of the Board, a member of each of the aforementioned committees to serve as chairperson.
- e. The Committee has the authority to establish policies for new director orientation and for the further education of continuing directors.

- f. The Committee has the authority to conduct a review of directors' affiliations and transactions that could raise conflict-of-interest issues.
- g. The Committee shall periodically review the size and structure of the Board and its committees.
- h. The Committee shall develop and recommend to the Board a set of corporate governance guidelines for the Board. The Committee shall review these guidelines on a periodic basis and recommend to the Board any changes it deems appropriate.
- i. The Committee shall develop and recommend to the Board a performance evaluation process for the Board and its committees. The Committee shall oversee the process by which the Board and its committees conduct performance self-evaluations.
- j. The Committee shall review regularly with the Chairperson of the Board and the President and Chief Executive Officer of the Company the succession plans relating to senior management positions and shall make recommendations to the Board with respect to such succession plans. The Committee also has the authority to assist the Board and the President and Chief Executive Officer in developing and evaluating potential executive candidates.
- k. The Committee shall oversee and review periodically management's strategy and approach toward environmental, social and governance matters and shall make recommendations to the Board or take action with respect to such matters, as it deems appropriate. The Committee shall also consider these matters in conjunction and coordination with the Audit and Finance Committee's oversight of (i) the Company's enterprise risk management program and (ii) the integrity of environmental, social and governance reporting metrics (including any applicable attestation and/or assurance requirements under applicable regulations).

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 as it deems appropriate.

The Committee shall have full access to all Company books, records, facilities and personnel. The Committee may request any person (including any other director of the Company, any officer or employee of the Company or any advisor to the Company) to attend a meeting of the Committee or to meet with any member (or members) of the Committee. The Committee may retain search firms or advisors to identify director candidates and may also retain counsel or other advisors, in its sole discretion. The Committee shall be given the resources, and shall determine the funding requirements, for the payment of compensation to such search firms and any advisers employed by the Committee, and the payment of the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate such search firms or advisors and to review and approve such search firms' or advisors' fees and other retention terms.

## **5. Governance Requirements**

The chairperson of the Committee, or a majority of 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 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 Committee members will constitute a quorum for the transaction of Committee business, and the vote of a majority of 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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