

# NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

## ADAGIO MEDICAL HOLDINGS, INC.

EFFECTIVE: July 29, 2024

The Nominating [and Corporate Governance] Committee (the “*Committee*”) of the board of directors (the “*Board*”) of Adagio Medical Holdings, Inc. (the “*Company*”) shall provide assistance to the Board by fulfilling the Committee’s responsibilities and duties outlined in this charter (the “*Charter*”).

### 1. Membership

The Committee shall consist of two or more directors. Each member of the Committee shall be independent in accordance with the rules of the securities exchange on which the Company’s securities are listed.<sup>1</sup>

The members of the Committee shall be appointed by the Board based on recommendations from the Nominating and Corporate Governance Committee of the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

### 2. Purpose

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures, development of the Company’s corporate governance policies, practices and procedures, and any related matters required by the federal securities laws.

### 3. Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

- (a) To determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “*Director Criteria*”).
- (b) To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall consider any director candidates recommended by the Company’s stockholders pursuant to the procedures set forth in the Company’s Corporate Governance Guidelines described in the Company’s proxy statement.
- (c) To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board.
- (d) To oversee the Company’s corporate governance policies, practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company’s corporate governance framework.
- (e) To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.

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<sup>1</sup> Note to Company: Nasdaq requires that nominations be made by an independent committee or a group of independent directors, but permits a nominations committee (i.e., the nominating and corporate governance committee) to have one member that is not independent. If the Company would like to use this exception in the future, we can revise this language accordingly.

- (f) If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.
- (g) To develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.
- (h) To review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be, included in the Company's proxy statement or annual report on Form 10-K, as applicable.
- (i) To review the Company's succession planning process for the Company's Chief Executive Officer and any other members of the Company's executive management team.
- (j) To oversee the Company's Environmental, Social and Governance ("*ESG*") programs and related ESG disclosures and communications;
- (k) To administer policies and procedures for communications with the non-management members of the Company's Board.

#### **4. Outside Advisors**

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm, and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm and any other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.

#### **5. Structure and Operations**

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet periodically as circumstances dictate and as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

#### **6. Delegation of Authority**

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

#### **7. Performance Evaluation**

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

**Adopted: July 29, 2024**