



## MDxHealth SA

### Corporate Governance and Nominating Committee Charter

#### Purpose

The primary purposes of the Corporate Governance and Nominating Committee (the "**Committee**") of the board of directors (the "**Board**") of MDxHealth SA (the "**Company**") are to (1) recommend to the Board persons to serve as members of the Board, (2) assist the Board in evaluating the performance of the Board and (3) review and make recommendations to the Board on corporate governance matters.

In addition, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

#### Composition

The members of the Committee and its chairperson shall be appointed by, and will serve at the discretion of, the Board. The Committee shall be comprised of at least three members of the Board, and each member of the Committee shall meet the independence requirements of the Securities and Exchange Commission and the Nasdaq Stock Market; provided that the Board may, in its discretion, elect to take advantage of any applicable exceptions from such requirements.

#### Authority and responsibilities

The Board delegates certain responsibilities and duties to the Committee to assist the Board in fulfilling its oversight responsibilities. Without prejudice to these responsibilities and tasks that are mandatory pursuant to applicable law, the responsibilities of the Committee shall include:

1. Identify the skill set, qualifications and other criteria which should be present in the Board and identify gaps between the current and desired skill set, qualifications and other criteria.
2. Develop a Board recruitment strategy and oversee search activity, including reviewing the qualifications of potential candidates and interviewing candidates.
3. Formulate and recommend for adoption to the Board a policy regarding the qualifications, skills and other attributes the Company seeks in nominees for election to the Board.
4. Recommend to the Board:
  - the persons to be nominated by the Board for election to the Board by shareholders at each annual meeting of shareholders or any special meeting of shareholders (as relevant); and
  - the persons to be appointed to fill any vacancy on the Board which shall occur for any reason.

5. Recommend appointments to committees of the Board and chairpersons for such committees.
6. Review the appropriateness of Board committees and the need for additional committees.
7. Review from time to time the size and composition of the Board and recommend any changes it deems advisable.
8. Annually review the status of each member of the Board as independent or not independent and submit a report on the subject to the Board.
9. Review any meaningful change in the professional circumstances or job responsibilities of each of the directors and recommend appropriate action, if any, to the Board.
10. Facilitate an annual assessment by Board members of the performance of the Board and the Board committees.
11. Develop and recommend a CEO succession plan to the Board.
12. Review and assess corporate governance policies for the Company, including the Company's Code of Conduct and Ethics and recommend any proposed changes to the Board for approval.
13. Be available to the Board and members of the Company's executive management team to consult with and to resolve reported violations or instances of non-compliance with the Company's Corporate Code of Ethics and Conduct.
14. Exercise authority to hire and terminate any search firm or other advisor to be used to help the Committee carry out its responsibilities.
15. Report to the Board on a regular basis and make such recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate.
16. Perform other responsibilities reasonably related to the responsibilities specified above or otherwise delegated to the Committee by the Board.

### **Board Candidate Guidelines**

in evaluating director candidates for recommendation to the Board, the Committee will consider the following guidelines, in addition to any other factors that it deems appropriate:

- whether the candidate is of the highest ethical character and shares the values of the Company;
- whether the candidate's reputation, both personal and professional, is consistent with the image and reputation of the Company;
- whether the candidate's characteristics, experiences, perspectives and skills would benefit the Board given the current composition of the Board;

- whether the candidate has the potential to contribute to the diversity of viewpoints, backgrounds or experiences of the Board as a whole;
- whether the candidate is "independent" as defined by applicable listing standards and other applicable laws, rules or regulations regarding independence;
- whether the candidate qualifies as someone who is "financially sophisticated" or is an "audit committee financial expert" as described in applicable listing standards or any other applicable laws, rules or regulations;
- whether the candidate is free from material conflicts of interest that would interfere with the candidate's ability to perform the duties of a director or violate any applicable listing standard or other applicable law, rule or regulation;
- whether the candidate's service as a member of the executive management of another corporation or on the boards of directors of other public companies would interfere with the candidate's ability to devote sufficient time to discharge his or her duties as a director; and
- if the candidate is an incumbent director, the director's overall service to the Company during the director's term, including the number of meetings attended, the level of participation and the overall quality of performance of the director.

In evaluating director candidates, the chair of the Committee may conduct interviews with certain candidates and make recommendations to the Committee. The individual members of the Committee may also conduct interviews with director candidates upon request, and the Committee may retain, at its discretion, third-party consultants to assess the skills and qualifications of the candidates.

The Company seeks Board members from diverse professional backgrounds who combine a broad spectrum of relevant industry and strategic experience and expertise that, in concert, offer the Company and the Company's stakeholders diversity of opinion and insight in the areas most important to us and the Company's corporate mission. In addition, nominees for director are selected to have complementary, rather than overlapping, skill sets. However, the Committee does not have a formal policy concerning the diversity of the Board.

Qualified candidates will be selected for recommendation to the Board by a majority of the Committee. The Board, taking into consideration the recommendations of the Committee, will be responsible for filling vacancies and selecting nominees for election as directors at general shareholders' meetings.

### **Meetings; action by written consent**

The Committee shall meet with such frequency and at such intervals as it may deem necessary and appropriate, in its judgment, in order to fulfill its responsibilities. Meetings of the Committee shall be in person or by conference telephone, videoconference or similar communication equipment, provided that all members participating in the meeting can hear one another. As it deems appropriate, the Committee will meet with and receive reports from members of the Company's management team. A majority of the total number of members of the Committee shall constitute a quorum unless the Committee shall consist of one or two members, in which event one member shall constitute a quorum. All matters shall be determined by a majority vote of the members present. Action may be taken by the Committee without a meeting if all members consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Committee.

**External advisors; delegation**

To the extent deemed necessary by the Committee, it shall have the authority to engage outside counsel, independent consultants and other experts at the Company's expense to review any matter under its responsibility. The Committee may form, and delegate authority to, subcommittees when it deems appropriate.

**Charter review**

The Committee shall review and assess the adequacy of this Charter annually and at such other intervals as the Committee determines.

**Other**

Any amendment or other modification of this Charter shall be made and approved by the Board. This Charter shall be made available to the public on the Company's website.

Adopted December 12, 2024