KESTRA MEDICAL TECHNOLOGIES, LTD. NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Kestra Medical Technologies, Ltd. (the "Company") is to assist the Board with oversight of the director nominations process, the Company's corporate governance and the Company's activities regarding environmental, social and governance ("ESG").

II. Composition

The Committee will consist of at least two directors of the Board.

The Company currently is a "controlled company" as defined in the rules of Nasdaq. As a result of the Company's controlled company status, the Committee is not required to be comprised solely of independent directors. At such time as the Company is no longer a controlled company, and after any permissible phase-in period, each member of the Committee will satisfy the independence requirements of Nasdaq. Committee members must be appointed and may be removed, with or without cause, by the Board. The members of the Committee shall serve for such term as the Board may determine or until earlier resignation or death. Unless a Chair of the Committee is designated by the Board, the Committee may designate a Chair of the Committee by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee shall meet as and when needed, provided that the Committee shall meet at least annually, and at such times and places as it deems necessary to fulfill its responsibilities. The agenda and materials for Committee meetings will be prepared by the Committee chairperson in consultation with the other Committee members. The Committee shall keep minutes of its proceedings and report regularly to the Board regarding its discussions and actions and shall 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 has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's Amended and Restated Bye-laws (the "bye-laws") that are applicable to the Committee.

The Committee has the authority, in its sole discretion, to retain or obtain advice from consultants, legal counsel, or other advisors as it deems necessary to fulfill its duties and responsibilities under Charter, provided that, preceding any such retention or advice, the Committee shall take into consideration the applicable factors under Nasdaq rules. The Committee will be directly responsible for the appointment, compensation, and oversight of any advisor it retains. The Company shall provide for appropriate funding, as determined by the Committee in its capacity as a committee of the Board, for payment of reasonable compensation to any advisor and outside legal counsel retained by the Committee, and the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. 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.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bye-laws, and applicable Nasdaq rules.

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 Committee may invite any individuals to its meetings as it deems appropriate. However, the Committee shall meet regularly without such individuals present.

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.

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, so long as any such committee is comprised entirely of independent directors and has a written charter.

The Committee will have access to the Company's books, records, facilities and personnel.

IV. Duties and Responsibilities

The following will be the principal duties and responsibilities of the Committee. These matters are set forth as a guide with the understanding that the Committee may supplement them as appropriate.

Nominations-Related Duties and Responsibilities

1. *Director Nominees*. The Committee will identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria (as defined below), and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee shall review the contributions of incumbent directors in determining whether to recommend that the Board nominate them for reelection to the Board.

2. *Criteria for Selecting Directors*. The Committee will 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"), which shall include the considerations set forth in Section V below.

3. *Shareholder Director Nominations*. The Committee will consider any director candidates recommended by the Company's shareholders pursuant to the procedures set forth in the Company's bye-laws and described in the Company's proxy statement.

4. *Shareholder Proposals*. The Committee will review shareholder proposals and recommend Board responses.

5. *Director Nominee Approval*. The Committee will make recommendations to the Board regarding the selection and approval of the nominees for director to be filled by the Board of Directors or submitted to a stockholder vote at an annual or special meeting of shareholders.

Governance -Related Duties and Responsibilities

1. *Board Committee Structure and Membership*. The Committee will annually review the sizes, structure and composition of the Board's committees, except where the Company is legally required by contract, by law or otherwise to provide third parties with the right to designate directors to serve on committees of the Board, and will recommend to the Board for its approval directors to serve as members of each committee and the Chair of each committee.

2. *Board Leadership Structure*. The Committee will periodically review the Board leadership structure and recommend to the Board for its approval changes to its leadership structure, including a Chair of the Board if appropriate.

3. *Corporate Governance Guidelines*. The Committee will review, propose changes to the Board, or develop, as needed, the Company's certificate of incorporation, bye-laws, code of conduct, and develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

4. *Corporate Governance Disclosure*. The Committee will 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.

5. *Director Changes in Position or Circumstances*. The Committee will review any notification by a director of his or her resignation or material changes in employment or of circumstances that may adversely reflect upon the director or the Company, in accordance with the Corporate Governance Guidelines. Based on this review, the Committee may recommend that the Board request such director to resign from the Board.

6. *Board Evaluation*. The Committee will review the size of the Board and ensure that qualified director candidates with a diversity of gender, ethnicity, tenure, skills and experience are included by the Company or any search firm it engages in each pool of candidates from which Board nominees are chosen.

7. *Other Corporate Governance Matters*. The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bye-laws, and the charters of the Company's other committees.

8. *ESG Matters*. The Committee will oversee, and may periodically review and discuss with the Board, and provide recommendations to the Board regarding, the Company's ESG-related practices, policies, disclosures and strategies as well as the Company's public reporting on ESG matters.

9. *Corporate Governance Trends*. The Committee will review emerging corporate governance trends, best practices and regulations applicable to the corporate governance of the Company.

10. *Outside Directorships*. The Committee will review and approve, as appropriate, any requests from directors or officers to stand for election to any outside for-profit boards of directors.

11. *Succession Planning*. The Committee will 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 and any candidates for succession under the Succession Plan.

12. *Board and Management Performance Evaluation*. The Committee will develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and management and to oversee the conduct of this annual evaluation.

13. *Director Independence*. The Committee will develop and recommend to the Board for approval standards for determining whether a director is independent.

14. *Shareholder Engagement*. The Committee will oversee engagement with shareholders and proxy advisory firms, and to review proxy advisory firm policies and voting recommendations.

15. *Third Party Director Nomination Rights*. The Committee has oversight of director nominations shall not apply in cases where the right to nominate a director legally belongs to a third party.

General Committee Practices

1. *Reports to the Board of Directors*. The Committee will report regularly to the Board regarding the activities of the Committee.

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

3. *Review of this Charter*. The Committee will review and reassess this Charter at least annually and submit any recommended changes to the Board for its approval.

It is the intention of the Board and the Committee that all communications with the Company's Chief Compliance Officer and General Counsel, and any inside or outside legal counsel (including without limitation those described above), will be deemed to constitute communications for the purpose of obtaining legal advice and are therefore privileged attorney- client communications.

V. Director Criteria

The Committee will annually review the experience and characteristics appropriate for Board members and director candidates in light of the Board's composition at the time, and the skills and expertise needed for effective operation of the Board and its committees. The Committee, in recommending director candidates to the Board, will evaluate candidates in accordance with Director Criteria that include the considerations set forth below.

1. *Ethics*. Directors should be persons of good reputation and character who conduct themselves in accordance with high personal and professional ethical standards, including the policies set forth in the Company's Code of Conduct.

2. *Conflicts of Interest*. Each director should not, by reason of any other position, activity or relationship, be subject to conflicts of interest that would impair the director's ability to fulfill the responsibilities of a member of the Board.

3. *Independence*. Directors and nominees shall be evaluated on whether they are independent under the standards of Nasdaq, and the heightened independence standards for audit committees and compensation committees under the securities laws.

4. *Business and Professional Activities*. Directors should maintain a professional life active enough to keep them in contact with the markets and/or the industry in which the Company is active. A significant position or title change will be seen as reason to review a director's membership on the Board.

5. *Experience, Qualifications and Skills*. Directors should have the educational background, experience, qualifications and skills relevant for effective management and oversight of the Company's management, which may include experience at senior executive levels in comparable companies, public service, professional service firms, or educational institutions.

6. *Time / Participation*. Directors should have the time and willingness to carry out their duties and responsibilities effectively, including time to study informational and background materials and to prepare for meetings. Directors should attempt to arrange their schedules to allow them to attend all scheduled Board and committee meetings. The participation of and contributions to the activities of the Board for any director recommended for re-nomination shall be considered.

7. *Board Evaluation*. The Committee will consider the results of the annual Board evaluation in its Board refreshment strategy.

8. *Overboarding*. Accepting a directorship with another company that the director did not hold when elected or appointed to the Board will be seen as a reason to review a director's membership on the Board. Service on other boards and/or committees should be consistent with the Company's conflict of interest policies. No director may serve on more than four public company boards (including the Company's Board). No director that is an executive officer of a public company may serve on more than two public company boards (including the Company's Board). No member of the Audit Committee may serve simultaneously on the audit committee of more than three public companies (including the Company's Audit Committee). Prior to accepting any position on the board of directors of any organization, whether for-profit or not-for-profit, current directors should notify the chair of the Committee. The chairman of the Committee shall review the proposed board membership to ensure compliance with applicable laws and policies.

9. *Diversity*. The Board believes that diversity, including gender, race and ethnicity, sexual orientation, age, national origin, and other backgrounds and experiences, brings a diversity of viewpoints to the Board that is important to the effectiveness of the Board's oversight of the Company.

10. *Tenure / Retirement*. The Board does not believe that there should be a fixed term or retirement age for directors, but will consider each director's tenure and the average tenure of the Board.

VI. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.