ACCENDRA HEALTH, INC.

GOVERNANCE & NOMINATING COMMITTEE CHARTER

The following shall constitute the Governance & Nominating Committee Charter (the "Charter") of the Board of Directors of Accendra Health, Inc. (the "Company"):

I. ORGANIZATION

There shall be constituted a standing committee of the Board of Directors of the Company (the "Board") to be known as the Governance & Nominating Committee (the "Governance & Nominating Committee").

II. COMPOSITION AND SELECTION

The Governance & Nominating Committee shall be comprised of three or more directors. The members of the Governance & Nominating Committee shall satisfy the independence requirements of the New York Stock Exchange as then in effect.

The members of the Governance & Nominating Committee shall be appointed by the Board at the Board's annual meeting and may be removed by the Board. The members of the Governance & Nominating Committee shall serve for one year and until their successors are duly elected and qualified. Unless a Chair is elected by the full Board, the members of the Governance & Nominating Committee shall designate a Chair of the Committee by majority vote of the full Governance & Nominating Committee membership.

The duties and responsibilities of Governance & Nominating Committee members contained herein shall be in addition to those duties otherwise required for members of the Board.

III. STATEMENT OF PURPOSE

The Governance & Nominating Committee is appointed by the Board to:

- assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of shareholders;
- oversee the governance of the Company, including recommending to the Board the Corporate Governance Guidelines for the Company;
- oversee the Board's annual review of the Board's performance;
- recommend to the Board director nominees for each committee of the Board; and
- oversee and monitor risks related to corporate governance and related matters.

IV. COMMITTEE OBJECTIVES

The Governance & Nominating Committee's objectives shall include serving as an independent and objective party to identify and nominate qualified candidates for director and Board committee placement; nominating members for each of the Board's committees; taking a leadership role in shaping the Company's corporate governance; and overseeing the evaluation of the performance of the Board and management.

V. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Governance & Nominating Committee shall have authority, to the extent it deems necessary or appropriate, to obtain advice and assistance from internal, external or independent legal, accounting, financial or other advisors, including any search firm used to identify director candidates and any compensation consultant used to assist in the evaluation of director compensation. The Governance & Nominating Committee shall have the sole authority, to the extent it deems necessary or appropriate, to retain, compensate and terminate such advisors without seeking further approval and shall receive appropriate funding, as determined by the Governance & Nominating Committee, from the Company for the payment of reasonable compensation to such advisors, as well as payment for ordinary administrative expenses of the Governance & Nominating Committee that are necessary or appropriate in carrying out its duties.

The Governance & Nominating Committee may form and delegate authority to subcommittees when appropriate, provided that any subcommittee is composed of independent directors.

The Governance & Nominating Committee shall:

1. Review the composition of the Board, taking into account the Company's Bylaws and the Corporate Governance Guidelines.

2. Review and make recommendations to the Board annually with respect to the compensation of all non-employee directors.

3. Review and report annually to the Board with respect to director equity ownership levels and recommend to the Board for approval any proposed changes to the to the Director Equity Ownership Policy.

4. Develop criteria for selecting new nominees to the Board and include such criteria in the Company's Bylaws or the Corporate Governance Guidelines, as the Board deems appropriate.

5. Consider candidates recommended by shareholders, other members of the Board, officers and employees of the Company and other sources that the Governance & Nominating Committee deems appropriate.

6. Actively seek, identify and recommend to the Board individuals qualified to become Board members.

7. Recommend to the Board nominees for each committee of the Board.

8. Recommend to the Board nominees for Chairs of each committee of the Board.

9. Recommend to the Board nominees for election as directors.

10. Recommend to the Board an independent director to serve as Lead Independent Director as necessary.

11. Recommend to the Board a director to serve as Chair of the Board.

12. Present all nominees in a timely fashion to minimize disruption in the Company's business and at such a time as to allow for the full consideration of the nominees by the Board and the timely submission of any filings required by the Securities and Exchange Commission.

13. Make recommendations to the Board regarding tenure of directors.

14. Receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year; consider, discuss and recommend ways to improve the Board's effectiveness.

15. Annually review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval; consider other corporate governance and related issues.

16. Consider with management public policy issues that may affect the Company.

17. Review the Company's environmental, social and governance programs and practices.

18. Monitor legal and regulatory developments related to corporate governance.

19. Make regular reports to the Board.

20. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

21. Meet jointly with the Our People & Culture Committee and the CEO on an annual basis to evaluate the performance of the CEO during the preceding year and to also review and approve the performance goals of the CEO for the succeeding year.

22. Recommend to the Board nominees for election as corporate officers.

23. Review with management on a semi-annual, or more frequent basis as appropriate, succession plans and candidates for corporate officer positions, together with such other non-officer positions determined to be key management roles in the execution of the Company's strategic initiatives.

24. Report at least annually to the Board on management succession.

25. Develop a process for communications by shareholders to directors.

26. Annually review its own performance and facilitate a process for the Board and each of its committees to annually review their respective performance.

27. Perform such other functions as the Board may request.

VI. MEETINGS

The business of the Governance & Nominating Committee shall be conducted at its regular meetings, at special meetings or by unanimous written consent. The Governance & Nominating Committee shall meet as often as may be deemed necessary or appropriate in its judgment and that of the Board. The Chair or a majority of the members of the Governance & Nominating Committee may call meetings of the Committee upon reasonable notice to all members of the Committee. The Committee shall meet at such a time and place to allow for the timely presentment of any nominees to the Board for consideration. Following each meeting, the Governance & Nominating Committee shall report to the Board at the next regularly scheduled Board meeting, or sooner, as circumstances may dictate.

VII. CONSISTENCY WITH ARTICLES OF INCORPORATION OR BYLAWS

To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the Articles of Incorporation or the Bylaws of the Company, the Articles of Incorporation or the Bylaws, as appropriate, shall fully control.

VIII. AMENDMENT

This Charter may be amended or altered at any meeting of the Board of Directors by affirmative vote of a majority of the number of Directors fixed by the Bylaws.

IX. CERTIFICATION

This Governance & Nominating Committee Charter, as amended, was duly approved and adopted by the Board of the Company on the 28th day of October, 2026.

Corporate Secretary