ENDOVIA HEALTH SCIENCES, INC.
Nominating and Corporate Governance Committee Charter

Adopted: August 31, 2026 | Last Revised: ________, 2026

Purpose

The Nominating and Corporate Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Endovia Health Sciences, Inc. (the "Company") to: (1) identify individuals qualified to serve as members of the Board and, where appropriate, recommend individuals to be nominated by the Board for election by the stockholders or to be appointed by the Board to fill vacancies, consistent with the criteria approved by the Board; (2) develop and periodically review and assess corporate governance guidelines applicable to the Company and make appropriate recommendations to the Board for adoption and modification of such guidelines; (3) take a leadership role in shaping the corporate governance of the Company; and (4) oversee an annual evaluation of the performance of the Board. References in this Charter to the "Company" shall mean Endovia Health Sciences, Inc. and its consolidated subsidiaries unless the context requires otherwise.

Committee Membership

At the first meeting of the Board following each Annual Meeting of Stockholders, the Board, after receiving the recommendations of the Committee, shall appoint the members of the Committee and shall designate the Chairperson of the Committee, each to serve at the pleasure of the Board. Committee members shall not have fixed terms. The Committee shall consist of no fewer than two members, including the Chairperson. Each member of the Committee shall be independent under the listing standards of the NYSE.

Procedures

The Committee shall meet as often as it determines necessary, but not less than twice a year. A majority of the members of the Committee shall constitute a quorum, and action taken by a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee may act by written consent of all members in lieu of a meeting, to the extent permitted by applicable law, the Company's bylaws, and NYSE listing standards.

The Committee may request any officer or employee of the Company to attend a meeting of the Committee or to meet with any director search firm it employs. After the Committee meets or otherwise takes action, it shall, as soon as practicable, report its activities to the Board.

The Committee may form and delegate authority to subcommittees when the Committee determines it necessary or appropriate to do so, provided that each subcommittee shall consist solely of members of the Committee.

Committee Authority and Responsibilities

The Committee shall have the authority, to the extent it deems necessary or appropriate, to conduct investigations and retain search firms for director candidates and such other advisors as are necessary to carry out its duties. The Committee may authorize and direct the payment of compensation by the Company to any such firm or advisor and the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually evaluate its own performance and report the results of such evaluation to the Board.

Directors

Board Candidates. The Committee shall identify candidates who are eligible under the qualification standards set forth in the Corporate Governance Guidelines to serve as members of the Board and, after consultation with the Chairperson of the Board, recommend candidates to be nominated by the Board for election by the stockholders or to be appointed by the Board to fill vacancies. In evaluating any director candidate, including a director being considered for reelection, the Committee shall review the candidate's independence under NYSE listing standards.

Review of Board Membership Criteria. Periodically, the Committee shall review the Board's criteria for selecting new directors and nominating incumbent directors for reelection, as set forth in the Company's Corporate Governance Guidelines, and recommend to the Board appropriate changes.

Operation of the Board

Size and Structure of the Board and Election of Directors. Periodically, the Committee will evaluate and make recommendations to the Board concerning the size and structure of the Board and committees thereof, as well as the manner of election of directors.

Committees. Periodically, the Committee shall evaluate and make recommendations to the Board regarding the nature and duties of the Board's committees. The Committee shall be responsible, after consultation with the Chairperson of the Board and other directors, for recommending to the Board the assignment of Board members to various committees and, where applicable, the designation of chairpersons.

Corporate Governance

General Corporate Governance. The Committee shall periodically review corporate governance trends and, where appropriate, make recommendations about the governance of the Company to the Board.

Governing Documents. Periodically, the Committee shall review the Company's principal corporate governance documents, including the articles of incorporation, bylaws, and committee charters, and make appropriate recommendations to the Board for modifications in such documents.

Corporate Governance Guidelines. The Committee shall develop, and periodically review and recommend to the Board changes in, a set of corporate governance guidelines and a code of conduct and ethics applicable to directors, officers, and employees. The Committee shall recommend to the Board guidelines for determining director independence. The Committee shall oversee director orientation and continuing education programs.

Board Evaluations. Through a formal survey or other appropriate means, the Committee shall lead the Board through an annual self-evaluation to determine whether it and its committees are functioning effectively. As soon as practicable following completion of each annual self-evaluation, the Committee shall report the results of the self-evaluation to the Board.

Other

The Committee shall be responsible for any other matters expressly delegated to the Committee by the Board from time to time.

Effective as of August 31, 2026.