

**PEDIATRIX MEDICAL GROUP, INC.**

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS**

**AMENDED AND RESTATED CHARTER**

**February 13, 2024**

**I. Purpose**

The primary function of the Nominating and Corporate Governance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Pediatrix Medical Group, Inc. (the “Company”) by:

- Identifying, evaluating and recommending individuals qualified to become members of the Board, consistent with criteria approved by the Board;
- Selecting, or recommending that the Board select, director nominees to stand for election at each annual meeting of the shareholders of the Company or to fill vacancies on the Board;
- Recommending directors eligible to serve on all committees of the Board; and
- Taking a leadership role in shaping the corporate governance of the Company.

**II. Composition and Structure**

The Committee shall be comprised of three or more members, each of whom shall be an independent director as determined in accordance with the standards set forth in the Company’s Corporate Governance Principles. Any action duly taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications described herein shall nevertheless constitute a duly authorized action of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory standards.

The Committee members shall be elected by the Board of Directors at a meeting of the full Board and shall serve until a successor is elected and qualified, except as otherwise provided in the Bylaws of the Company or by resolution adopted by the full Board.

Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. Upon a determination of the full Committee membership, matters may be delegated to a subcommittee for evaluation and recommendation back to the full Committee.

**III. Meetings**

The Committee shall meet at least annually, or more frequently as circumstances dictate. The Committee may meet by telephone, video conference or similar means of remote

communication. After each meeting of the Committee, it shall report its activities to the Company's Board.

#### Action Without a Meeting

Any action required to be taken at a meeting of the Committee, or any action which may be taken at a meeting of the Committee, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all the members of the Committee is filed in the minutes of the proceedings of the Committee. Such consent shall have the same effect as a unanimous vote.

#### **IV. Duties and responsibilities:**

To fulfill its responsibilities and duties the Committee shall:

##### Nomination of Directors

- Review periodically the size of the Board and make recommendations to the Board regarding any appropriate changes;
- Recommend to the Board for approval, review the effectiveness of, recommend modifications as appropriate to and review Company disclosures concerning the Company's policies and procedures for identifying and screening Board nominee candidates and the process and criteria used to evaluate Board membership, Board committee membership and director independence;
- Identify individuals qualified to become directors;
- Review qualifications of existing directors and new candidates (including information contained in completed D&O Questionnaires) to determine any potential conflicts with the Company's interests and whether the individuals meet independence standards set forth in the Company's Corporate Governance Principles;
- Assess the contributions of current directors in connection with their renomination;
- Develop a process for considering shareholder suggestions for Board nominees;
- Consider potential director candidates recommended by the Company's management and shareholders in the same manner as nominees identified by the Committee;
- Ensure that a substantial majority of the directors of the Board are, in both fact and appearance, independent of management;
- Select, or recommend that the Board select, the director nominees for the next annual meeting of shareholders;
- If a search firm is to be used to identify director candidates, exercise sole authority to retain and terminate such firm and to approve the firm's fees and other retention terms;

- In the event there is a vacancy on the Board, identify individuals that the Committee believes are qualified to become Board members, and recommend such individual(s) for appointment to the Board;

#### Board Committees

- Develop criteria for selecting committee members;
- Identify and recommend individuals qualified to be appointed to committees of the Board;
- Consider rotation of committee members;
- Review candidates' qualifications for committee membership to determine any potential conflicts with the Company's interests and ability to meet applicable independence requirements;
- Upon approval of committee chairs, review Charters of the committees of the Board and make recommendations to the full Board;

#### Corporate Governance

- Develop and recommend to the Board amendments to the Company's Corporate Governance Principles, the Code of Conduct and Code of Professional Conduct -- Finance;
- Conduct an annual performance evaluation of the Committee;
- Oversee evaluation of the Board and Company's management;
- Assess (a) the reporting channels through which the Board receives information, and (b) the quality and timeliness of information received, so that the Board obtains appropriately detailed information in a timely fashion;
- Evaluate and recommend the appropriate level of compensation and benefits to be paid to non-employee directors and committee members;
- Evaluate and recommend appropriate succession plans for the CEO and other senior executives;
- Perform its responsibilities regarding the election of directors by majority vote as set forth in Section 16 of the Company's Corporate Governance Principles; and
- Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Board delegates or as this Committee deems necessary or appropriate.

## **V. Outside Advisors**

The Committee shall have the authority to retain and terminate search firms and other consultants to assist in the identification and evaluation of director candidates, including the authority to approve the search firms' or consultants' fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company or, at the Company's expense and at funding levels determined by the Committee, any outside legal counsel, expert or other adviser to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for any expense related to any external advisers in addition to any costs or expenses related to the ordinary administrative expenses of the Committee that are necessary or appropriate for carrying out its duties. The Committee shall have full, unrestricted access to Company books, records and facilities.