

## **Nominating and Corporate Governance Committee - Healthcare Triangle Inc (HCTI)**

### **Approved by the Board of Directors**

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#### **Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors of Healthcare Triangle Inc. (the “Board”) is to (i) Assist the Board by identifying and evaluating individuals qualified to become Board members, consistent with criteria approved by the Board and as provided in Healthcare Triangle Inc Corporate Governance Guidelines, (ii) Recommend for the Board’s approval the slate of nominees to be proposed by the Board to stockholders for election to the Board or nominees for election to fill interim vacancies on the Board,(iii) Develop, update as necessary and recommend to the Board the governance principles applicable to Healthcare Triangle Inc,(iv) Oversee the evaluation of the Board and management,(v) Recommend to the Board the directors who will serve on each committee of the Board.

#### **Appointment, Membership and Organization**

The Committee will be made up of no fewer than the minimum number of independent members as may be required under the NASDAQ Stock Market rules. The Board decides the exact number of members and can at any time remove or replace a Committee member.

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Unless the Chair of the Committee is elected by the Board, the members of the Committee shall designate a chair by the majority vote of the full Committee membership. The Committee may change the chair at any time.

#### **Responsibilities and Authority**

The Committee will:

1. Evaluate the composition, size, tenure, organization and governance of the Board and its committees and take steps and make recommendations to the Board as necessary; determine future requirements; make recommendations to the Board about the appointment of directors to committees of the Board; and recommend the selection of chairs of these committees to the Board. The Committee will also review the chair of each committee of the Board at least every three years and make recommendations to the Board.
2. Periodically review and recommend to the Board for approval the compensation programs for non-employee members of the Board in conjunction with the Leadership Development, Inclusion and Compensation Committee.
3. Review and recommend to the Board director independence determinations made with respect to continuing and prospective directors.
4. Review and recommend to the Board Section 16 officer determinations with respect to Healthcare Triangle’s executive officers.
5. Develop, update as necessary and recommend to the Board policies for considering director nominees for election to the Board.
6. Recommend ways to enhance communications and relations with stockholders.
7. Oversee the Board’s performance and annual self-evaluation process, including conducting surveys of director observations, suggestions and preferences regarding how effectively the board operates. The

Committee also will evaluate the participation of members of the Board in continuing education activities in accordance with NASDAQ rules.

8. Evaluate whether a director who notifies the Board of a change in job responsibilities continues to satisfy the Board's membership criteria and independence requirements and recommend action to be taken, if any, with respect to the director.
9. Evaluate and recommend termination of service of individual members of the Board as appropriate, in accordance with the Board's governance principles, for cause or for other proper reasons.
10. Oversee risks and exposures associated with director and management succession planning, corporate governance, and overall board effectiveness. In order to facilitate this review, the Committee shall meet in executive session with key management personnel and representatives of outside advisors as required.
11. Make regular oral or written reports to the Board.
12. Review and re-examine this Charter and governance practices at least on an annual basis and make recommendations to the Board regarding any proposed changes.
13. Review annually the Committee's own performance against responsibilities outlined in this Charter and as otherwise established by the Board.

The Committee has the power to investigate any matter brought to its attention, with full access to all books, records, facilities and employees of Healthcare Triangle. The Committee has the sole authority to select, retain and terminate consultants, legal counsel or other advisors, including director search firms, to advise the Committee, at the expense of Healthcare Triangle, and to approve the terms of any such engagement and the fees of any such consultants, legal counsel or advisors. In selecting a consultant or other advisor, the Committee will take into account factors that may be required by applicable law or listing standards or that it otherwise considers appropriate.

### **Meetings and Minutes**

The Committee will meet twice a year and will keep minutes of each meeting. The Committee decides when and where it will meet and must deliver a copy of this schedule in advance to the Board.

Unless the Board or this Charter provides otherwise, the Committee can make, alter or repeal rules for the conduct of its business. In the absence of these rules, the Committee will conduct its business in the same way the Board conducts its business.

### **Delegation of Authority**

The Committee may form and delegate authority to subcommittees comprised of other members of the Board qualified to perform such responsibilities in accordance with the rules and regulations of the Securities and Exchange Commission, the NASDAQ Stock Market, and any other requirements of applicable law if the Committee feels this is appropriate.