

# **INARI MEDICAL, INC.**

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

(As of December 7, 2023)

### **I. Purpose**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Inari Medical, Inc. (the “Company”) is to identify, evaluate and recommend individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of stockholders, to oversee the evaluation of the Board and to advise the Board on corporate governance matters.

### **II. Composition**

The Committee must consist of at least two directors, each of whom must, as determined in the business judgment of the Board, satisfy the independence requirements of The Nasdaq Stock Market LLC (“Nasdaq”), subject to any available exception.

Committee members must be appointed and may be removed, with or without cause, by the Board. The Chair of the Committee will also be designated by the Board. In the absence of any such designation, the Committee may designate a Chair by majority vote of the full Committee membership. The Committee will recommend to the Board for its approval directors to serve as members of the Committee and a Committee member to serve as Chair.

### **III. Meetings, Procedures and Authority**

The Committee will meet with such frequency, and at such times as its Chair, or a majority of the Committee, determines. The Committee may meet in person, by telephone or video conference, and may take action by unanimous written consent. 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 bylaws that are applicable to the Committee.

The Secretary of the Company or such other person designated by the Committee shall maintain written minutes of its meetings and shall file such minutes with the books and records of the Company. The Chair shall report to the Board regarding the activities of the Committee and as otherwise requested by the Board. A majority of the members of the Committee shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee.

The Committee has sole authority to retain, at the Company’s expense, and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Committee has the authority to retain, at the Company’s expense, and terminate any other advisors that the Committee believes to be desirable and appropriate to carry out its duties and has the authority to approve related fees and

retention terms.

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 bylaws and applicable Nasdaq rules, including, without limitation, any powers and responsibilities delegated to it by the Board from time to time consistent with applicable law.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

#### **IV. Duties and Responsibilities**

1. *Director Candidates and Nominees.* The Committee will identify, evaluate and recommend individuals qualified to become members of the Board consistent with criteria set forth in the Company's Corporate Governance Guidelines and any additional criteria (such as experience, qualifications, attributes, diversity, and skills) desired for director candidates as may be determined from time to time by the Board (together, the "Director Criteria"). The Committee will also recommend to the Board the nominees for election to the Board at the next annual meeting of stockholders and to fill any vacancy on the Board occurring between annual meetings of stockholders.

2. *Criteria for Selecting Directors.* The Committee will periodically review and recommend to the Board any changes in the Director Criteria, including reviewing and making recommendations to the Board for any additional criteria (such as experience, qualifications, attributes, diversity, and skills) desired for director candidates from time to time.

3. *Stockholder Recommendations.* The Committee will establish a process for the recommendation of director candidates by stockholders and publish such process annually in the Company's proxy statement. The Committee will review director candidates for the Board recommended by stockholders consistent with the Board's criteria for evaluating new directors as set forth in the Corporate Governance Guidelines and any additional Director Criteria determined from time to time by the Board and make a recommendation to the Board with respect to each such director candidate.

4. *Board Committee Structure and Membership.* The Committee will annually and more frequently as necessary review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee and a committee member to serve as chair.

5. *Corporate Governance Guidelines.* The Committee will, at least annually, review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

6. *Code of Ethics and Conduct.* The Committee will, at least annually, review and reassess the adequacy of the Company's Code of Ethics and Conduct and recommend any

proposed changes to the Board for approval. The Committee will also review and assess compliance with the Code of Ethics and Conduct on at least an annual basis.

7. *Board Evaluations.* The Committee will oversee the annual evaluations of the Board and its committees.

8. *Succession Planning.* The Committee will work on a periodic basis with the Chief Executive Officer to evaluate the Company's succession plans upon the Chief Executive Officer's retirement and in the event of an unexpected occurrence.

9. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters that may arise from time to time, including, but not limited to, proposed changes to the Company's certificate of incorporation and bylaws, any stockholder proposals received related to governance matters and emerging corporate governance issues and practices.

10. *Environmental, Social and Governance (ESG) Matters.* The Committee will oversee the Company's principles, programs, and practices on ESG topics, including environmental sustainability and climate change, governance and social matters, as well as the risks relating thereto and the Company's public reporting on these topics. The Committee will periodically review reports on these topics.

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

12. *Committee Self-Evaluation.* The Committee will annually perform an evaluation of the performance of the Committee.

13. *Review of this Charter.* The Committee will annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

## **V. 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.