

**NATUS MEDICAL INCORPORATED**  
**NOMINATING & GOVERNANCE COMMITTEE CHARTER**

**1. Purpose**

The purpose of the Nominating & Governance Committee of the Board of Directors (the “Board”) of Natus Medical Incorporated (the “Company”) is to assist the Board with discharging its responsibilities to ensure that the Board is properly constituted to meet its fiduciary obligations to shareholders and the Company and that the Company has and follows appropriate governance standards. To carry out this purpose, the Nominating & Governance Committee shall:

- Assist the Board by identifying prospective director nominees with a diversity of background and experience, and recommend to the Board the director nominees for the next annual meeting of shareholders or to fill any interim vacancies on the Board;
- Develop and recommend to the Board and oversee implementation of the governance principles applicable to the Company;
- Oversee the evaluation of the Board; and
- Recommend to the Board director nominees for each committee.

**2. Membership and Organization**

The Nominating & Governance Committee shall be comprised of no fewer than three members.

The members of the Nominating & Governance Committee are appointed by and serve at the discretion of the Board.

The members of the Nominating & Governance Committee shall meet the independence requirements of the listing standards of The Nasdaq Stock Market and any then-applicable rule or regulation prescribed by the Securities and Exchange Commission.

**3. Responsibilities and Authority**

The responsibilities and/or authority of the Nominating & Governance Committee include:

- Evaluating the current composition, organization and governance of the Board and its committees, determining future requirements and making recommendations to the Board for approval;
- Determining on an annual basis desired Board member qualifications, expertise and characteristics, and conducting searches for potential Board members with corresponding attributes;
- Evaluating and proposing nominees for election and re-election to the Board. In performing these tasks, the Nominating & Governance Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates;
- Reviewing changes to (i) the principal occupation of any director and (ii) proposed changes in third-party board service by executive management and directors to evaluate any existing or potential conflicts that may arise and recommending how such conflicts may be resolved;
- Overseeing the Board performance evaluation process including conducting surveys of director observations, suggestions and preferences;
- Forming and delegating authority to subcommittees when appropriate;
- Evaluating and proposing the Board slate for election by shareholders;
- Evaluating and making recommendations to the Board concerning the appointment of directors to

- Board committees and the selection of Board committee chairs;
- Consideration of shareholder nominees for election to the Board;
  - Overseeing an orientation program for new directors and a continuing education program for directors;
  - Assisting the Board and management in evaluating governance related issues, matters, standards, inquiries, commentary, proposals, reviews and reports from investors or proxy advisory firms;
  - Conducting an annual review on succession planning, reporting its findings and recommendations to the Board, and working with the Board in evaluating potential successors to executive management positions;
  - Assisting the Board in the Company's overall risk management as and when directed by the Board.
  - Reviewing any proposed changes in the Company's bylaws and other governing documents and making a recommendation regarding their adoption to the Board;
  - Reviewing and reassessing the adequacy of this Charter annually and recommending any proposed changes to the Board for approval;
  - Annually reviewing the Board's "Poison Pill" policy statement and reporting to the Board any recommendations the Nominating & Governance Committee may have concerning such policy;
  - Annually reviewing and evaluating its own performance; and
  - Making regular reports to the Board.

In addition to the powers and responsibilities expressly delegated to the Nominating & Governance Committee in this charter, the Nominating & Governance Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws.

In performing its responsibilities, the Nominating & Governance Committee shall have the authority to obtain advice, reports or opinions from internal or external counsel and expert advisors, and shall have access to appropriate funding to carry out these purposes.

#### **4. Minutes**

The Nominating & Governance Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

*Revised December 2019*