

SEASTAR MEDICAL HOLDING CORPORATION
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
(as adopted October 28, 2022)

This Nominating and Governance Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of SeaStar Medical Holding Corporation, a Delaware corporation (the “Company”), on October 28, 2022.

I. Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) is to make recommendations to the Board in order to assist the Board with its responsibilities regarding:

- (i) the identification of individuals qualified to become Board members and committee members. The Committee shall seek to develop a Board that reflects diverse backgrounds, experiences, expertise, skill sets and viewpoints, and the Committee shall actively seek director candidates who bring diversity of age, gender identity, nationality, race, ethnicity, and sexual orientation,
- (ii) the selection of the director nominees for the next annual meeting of stockholders (or special meeting of stockholders at which directors are to be elected),
- (iii) the selection of director candidates to fill any vacancies on the Board,
- (iv) to implement and monitor compliance with the Company’s Code of Business Conduct other than with respect to complaints regarding accounting or auditing issues, and
- (v) to develop and recommend to the Board a set of corporate governance guidelines and principles applicable to the Company (the “Corporate Governance Guidelines”). In so doing, the Committee will endeavor to maintain free and open means of communication between the members of the Committee, other members of the Board, and management of the Company.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the 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 (as in effect from time to time) and applicable law. The powers and responsibilities delegated by the Board to the Committee, in this Charter or otherwise, shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion.

II. Membership

The Committee shall consist of at least three members of the Board, each of whom, in the business judgment of the Board, has experience that would be valuable to providing broad direction to the Board on matters related to corporate governance. Each member of the

Committee will also satisfy the “independence” requirements of the NASDAQ Stock Market (“Nasdaq”) and the Company’s Corporate Governance Guidelines.

The members of the Committee shall be appointed by the Board on the recommendation of the Committee. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Corporate Secretary or the Board of Directors (unless the notice specifies a later time for the effectiveness of such resignation).

Unless a Chairman of the Committee is designated by the Board, the Committee may designate a Chairman by a majority vote of the full Committee membership. Committee members may be removed from the Committee, with or without cause, by the Board.

III. Meetings and Procedures

The Committee shall meet at least twice annually, and on such other occasions as the members of the Committee may from time to time determine or as circumstances may dictate. Meetings of the Committee shall be held upon call by the Chairman of the Board or the Chairman of the Committee. A quorum of the Committee shall consist of a majority of the members of the Committee in office at the time of any meeting, present in person or by phone, and the vote of a majority of the members of the Committee present at the time of a vote, if a quorum is present at that time, shall be the act of the Committee, except to the extent otherwise required by the Company’s certificate of incorporation or bylaws (each as in effect from time to time). The Chairman of the Committee (or in his or her absence, a member designated by the Chairman of the Committee) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have 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. Meetings of the Committee may be held by conference call. Unless otherwise restricted by the Company’s certificate of incorporation or bylaws, any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members of the Committee consent thereto in writing, and the writing or writings are filed with the minutes of the Committee.

All non-management directors that are not members of the Committee may attend and observe meetings of the Committee but may not vote and shall not participate in any discussion or deliberation unless invited to do so by the Committee. The Committee may, at its discretion, include in its meetings members of the Company’s management or any other personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, other than any non-management director who satisfies applicable independence criteria.

The Chairman of the Committee shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board or by other directors.

The Committee will maintain written minutes of its meetings and written actions without meetings, which minutes and actions will be filed with the minutes of the meetings of the Board.

The Committee may form and delegate authority to subcommittees to the extent consistent with the Company’s certificate of incorporation, bylaws, applicable law, and SEC and Nasdaq rules.

IV. Goals and Responsibilities

The following shall be the common recurring goals and responsibilities of the Committee. These goals and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law, regulation or listing standard.

The goals and responsibilities of the Committee are to:

- (i) identify and evaluate candidates that the Committee believes are qualified to become Board members;
- (ii) recommend to the Board (as soon as is reasonably practicable after a vacancy arises or a director advises the Board of his or her intention to resign or not to stand for reelection) new directors for election annually by the stockholders, at a special meeting of the stockholders at which directors are to be elected, and otherwise by appointment by the Board to fill vacancies, in compliance with the selection criteria outlined below;
- (iii) annually review the performance of individual directors and evaluate and recommend to the Board the nomination for re-election of current directors;
- (iv) evaluate and recommend to the Board the removal of individual directors (in accordance with the Company's certificate of incorporation, bylaws, Corporate Governance Guidelines, this Charter and the charters of the Company's other committees), for cause or other lawful reasons;
- (v) recommend to the Board director retirement policies;
- (vi) recommend to the Board the membership composition of the Board committees (at least annually), make recommendations to the Board regarding the size of the Board and Board committees, and evaluate Board practices regarding the succession of directors;
- (vii) make recommendations to the Board regarding the authority of Board committees (including the Committee) to form and delegate authority to subcommittees;
- (viii) oversee, by providing written criteria for, the Board's annual review of the performance of the Board (including its composition and organization) and make appropriate recommendations for improving the Board's performance;
- (ix) make recommendations to the Board regarding corporate governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, this Charter (at least annually) and the charters of the Company's other committees;
- (x) develop and recommend to the Board the Corporate Governance Guidelines;
- (xi) annually review the performance of the Committee;
- (xii) periodically report to the Board on findings and actions;

(xiii) oversee the implementation and monitoring of compliance with the Company's Code of Business Conduct other than with respect to complaints regarding accounting or auditing issues; and

(xiv) unless the Board has established an alternative committee pursuant to the Corporate Governance Guidelines, deliberate and take such actions as it deems appropriate with respect to incumbent directors who fail to receive the required vote for re-election to the Board as specified in the Bylaws, which actions may include accepting or not accepting any resignations that may be tendered by such directors in accordance with the Corporate Governance Guidelines, requesting that any such director submit his or her resignation to the Company or such other actions as are contemplated by the Corporate Governance Guidelines.

V. Board Member Selection Criteria

The Committee may consider the following criteria in recommending candidates for election to the Board:

- (i) independence from management;
- (ii) enhancement of the diversity of viewpoints, backgrounds, experiences, expertise, and skill sets of the Board (inclusive of age, gender, race, ethnicity, sexual orientation and gender identity);
- (iii) personal and professional integrity, ethics and values;
- (iv) experience in corporate governance, such as an officer or former officer of a publicly held company;
- (v) experience in the Company's industry;
- (vi) experience as a board member of another publicly held company;
- (vii) practical and mature business judgment;
- (viii) technical expertise in an area of the Company's operations; and
- (ix) the other ongoing commitments and obligations of the candidate.

VI. Committee Selection Criteria

Each individual nominated to a Board committee will satisfy the following qualifications:

- (i) members of the chartered committees must meet the independence requirements of Nasdaq and those set forth in the Corporate Governance Guidelines; and
- (ii) members of the Audit Committee, Nominating and Governance Committee and Compensation Committee satisfy the selection criteria specified in the relevant committee charter.

VII. Consideration of Stockholder Nominees

The Committee may consider any candidates recommended by the Company's stockholders who submit recommendations in accordance with the procedures and other requirements as established by the Committee.

VIII. Committee Resources

The Committee shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors, and to retain consultants at the expense of the Company.