



Nominating and Corporate Governance Committee Charter

This Nominating and Corporate Governance Committee Charter was adopted by the Board of Directors (the "Board") of Integra LifeSciences Holdings Corporation (the "Company") on October 26, 2005 and amended on July 17, 2018 and July 19, 2022.

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board is to assist the Board in discharging the Board's responsibilities regarding:

- (a) the identification of qualified candidates to become Board members consistent with criteria approved by the Board;
- (b) the selection of nominees for election as directors at the next annual meeting of stockholders (or special meeting of stockholders at which directors are to be elected);
- (c) the selection of candidates to fill any vacancies on the Board;
- (d) the development and recommendation to the Board of a set of corporate governance guidelines and principles applicable to the Company;
- (e) the oversight of the Company's environmental, social and corporate governance ("ESG") policies and practices;
- (f) oversight of the evaluation of the Board; and
- (g) otherwise taking a leadership role in shaping the corporate governance 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 certificate of incorporation, bylaws, Corporate Governance Guidelines and applicable law and rules of markets in which the Company's securities then trade. 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. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

II. Membership

The Committee shall be composed of three or more directors, as determined by the Board, each of whom (a) satisfies the independence requirements of the Nasdaq Stock Market ("Nasdaq"), and (b) has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee. Determinations of independence shall be made by the Board as the Board interprets such qualifications in its business judgment and in accordance with applicable law, rules and standards.

The initial members of the Committee, including the Chair of the Committee, shall be appointed by the Board. Candidates to fill subsequent vacancies in the Committee shall be appointed by the Board based on nominations by the Committee. Committee members shall serve at the pleasure of the Board, for such term or terms as the Board may determine, and may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. Meetings and Procedures

The Chair (or in his or her absence, a member designated by the Chair) 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 the provisions of the Company's bylaws that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least two times per year, either in person or telephonically, at such times and places as the Committee shall determine and shall hold further meetings (or take additional actions by unanimous written consent) as the Committee deems necessary or desirable to fulfill its responsibilities.

All non-management directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any non-management director that is not a member of the Committee.

The Committee shall have the sole authority, as it deems appropriate, to select, retain and/or replace, as needed, any independent counsel, experts or advisors (each, an "Advisor") that the Committee believes to be desirable and appropriate. To the extent required by Nasdaq rules, the Committee may select and/or receive advice from an Advisor only after taking into consideration all relevant independence factors, including the applicable factors under Nasdaq rules. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of reasonable compensation to any such persons retained by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain 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 Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board.

IV. Duties and Responsibilities

1. (a) At an appropriate time prior to each annual meeting of stockholders at which directors are to be elected or reelected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.
- (b) At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.
- (c) For purposes of (a) and (b) above, the Committee may consider the criteria set forth in the Corporate Governance Guidelines, among others the Committee shall deem appropriate, in recommending candidates for election to the Board, including:
 - (i) personal characteristics (including honesty, fairness, responsibility, integrity, ethics and values), accomplishments, and reputation in the business community and community at large;
 - (ii) experience in corporate management and professional reputation and accomplishments;
 - (iii) current knowledge and contacts in the communities in which the Company does business, the Company's industry or other industries relevant to the Company's business;
 - (iv) ability and willingness to commit adequate time to Board and committee matters;
 - (v) the fit of the individual's skills and personality with those of other directors and potential directors in building a Board that is effective, collegial and responsive to the needs of the Company;

- (vi) practical and mature business judgment, including ability to make independent, analytical inquiries; and
 - (vii) the impact of the individual on the Board's overall diversity, including diversity of viewpoints, background, experience and other demographics.
2. The Committee shall, at least annually, review the performance of each current director (including past attendance at meetings and participation in and contributions to the activities of the Board) and shall consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional term.
 3. The Committee shall be responsible for determining an orientation program for new directors and a continuing education program for directors.
 4. The Committee shall make recommendations to the Board for the creation of additional committees of the Board or the elimination of certain committees.
 5. The Committee shall make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.
 6. The Committee shall recommend directors to serve on the committees of the Board and to serve as Chair of such committees.
 7. In appropriate circumstances, the Committee, in its discretion, shall consider and may recommend the removal of a director for cause, in accordance with the applicable provisions of the Company's certificate of incorporation, bylaws and Corporate Governance Guidelines.
 8. The Committee shall oversee the Board in the Board's annual review of its performance (including its composition and organization), and will make appropriate recommendations to improve performance.
 9. The Committee shall make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws and the charters of the Company's other committees.
 10. The Committee shall develop and recommend to the Board the Corporate Governance Guidelines, and review those guidelines at least once a year.
 11. The Committee shall assist management in the preparation of the disclosure in the Company's annual proxy statement regarding director independence and the operations of the Committee.
 12. The Committee shall consider, develop and recommend to the Board such policies and procedures with respect to the nomination of directors or other corporate governance matters as may be required to be disclosed pursuant to any rules promulgated by the Securities and Exchange Commission or otherwise considered to be desirable and appropriate in the discretion of the Committee.
 13. The Committee shall assist the Board in the succession plans relating to the Chief Executive Officer and other executive officers.
 14. The Committee shall review the Company's environmental, social and governance strategy, processes and practices (collectively, "ESG Matters"), including (i) the Company's materiality assessments and benchmarking with respect to ESG Matters, (ii) the Company's targets measuring performance with respect to ESG Matters, and its practices evaluating the Company's performance against such targets, and (iii) the development and preparation of reports related to the Company's performance on ESG Matters to internal and external stakeholders, except where explicitly delegated to other Board committees, and shareholder engagement and communication with respect to ESG Matters.
 15. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and review its evaluation with the Board. The performance review shall also provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.
 16. The Committee shall periodically report to the Board on its findings and actions.
 17. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

18. The Committee shall perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's certificate of incorporation, bylaws, Corporate Governance Guidelines and applicable law and rules of markets in which the Company's securities then trade.