

Corporate Governance Guidelines

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The following Corporate Governance Guidelines (these “**Guidelines**”) have been adopted by the Board of Directors (the “**Board**”) of Agiliti, Inc., a Delaware corporation (the “**Company**”), to assist the Board in the exercise of its duties and responsibilities. These Guidelines reflect the Board’s commitment to monitor the effectiveness of policy and decision-making, both at the Board and management level, with a view to enhancing long-term shareholder value. The Board intends for these Guidelines to serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations. Accordingly, these Guidelines should be interpreted in the context of, but are not intended to change, applicable federal and state laws, rules and regulations, including but not limited to the General Corporation Law of the State of Delaware, the listing rules and requirements of The New York Stock Exchange (“**NYSE**”), and the Company’s Certificate of Incorporation (“**Certificate**”) and Bylaws (“**Bylaws**”), each as amended and in effect from time to time. These Guidelines are subject to modification by the Board.

A. **Board Structure, Membership and Service**

1. **Size of the Board.** The Board, with the assistance and recommendations of the Nominating and Governance Committee, will periodically review the size of the Board to determine whether any changes are appropriate, with the goal of maintaining a Board membership that provides the necessary expertise and independence but that is not too large to function efficiently. Any change to the size of the Board, however, must be made in accordance with the Certificate, the Bylaws and any applicable nominating or other related agreement to which the Company is a party.

2. **Independent Directors.** At all times a majority of the members of the Board will be independent directors as such term is defined by the rules of the NYSE; provided, however, that the Company may avail itself of any exemption or grace period from such requirement available to it under the rules of the NYSE, including the “controlled company” exemption. In order for a director to qualify as independent, the Board must affirmatively determine that such director is independent and disclose that determination, to the extent required. In determining independence, the Board will consider the definition of “independent” in the listing rules of the NYSE. Because it is not possible to anticipate or explicitly provide for all circumstances that might signal potential conflicts of interest or bear on the materiality of a director’s relationship with the Company, the Board, when making its independence determinations, will broadly consider all relevant facts and circumstances. The Board has a responsibility to make an affirmative determination that an independent director does not have a relationship with the Company that would impair his or her independence.

A director’s change in status or circumstances may result in his or her independence being impaired, his or her interests being in conflict with those of the Company or his or her ability to serve as a director being adversely affected. In any such case, the director should resign

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voluntarily from the Board. The Board will not request in every instance that directors who retire from, or change, the position they held when they joined the Board, leave the Board or not stand for reelection. The Board should have the opportunity, however, through the Nominating and Governance Committee, to review the continued appropriateness of Board membership under any such circumstances.

4. Selection of Director Nominees. All candidates for director shall be evaluated and recommended for nomination by the Nominating and Governance Committee, except as otherwise provided in the Certificate, Bylaws or any applicable nominating or related agreement to which the Company is a party. The Nominating and Governance Committee is responsible for developing the selection criteria for director candidates from time to time and reviewing with the Board such criteria and the appropriate skills and characteristics required of Board members in the context of the then-current composition of the Board. At a minimum, the Nominating and Governance Committee must be satisfied that each director has, among other qualifications, (a) experience as a senior officer in a public or substantial private company or other comparable experience, (b) breadth of knowledge about issues affecting the Company and/or its industry, (c) expertise in healthcare, finance, logistics, law, human resources or marketing or other areas that the Board determines are important areas of needed expertise and (d) personal attributes that include integrity and sound ethical character, absence of legal or regulatory impediments, absence of conflicts of interest, demonstrated track record of achievement, ability to act in an oversight capacity, appreciation for the issues confronting a public company, adequate time to devote to the Board and its committees and willingness to assume broad/fiduciary responsibilities on behalf of all stockholders.

The Nominating and Governance Committee will be committed to diversity, including diversity of gender, race, ethnicity and age, and inclusion in its selection practices and consider all candidates for director on the basis of his or her skills, qualifications and experience.

5. Individual Director Responsibilities. All directors are expected to set aside sufficient time in their schedules to fulfill their duties to the Company and its stockholders. All directors are expected to comply with the Company's policies, procedures, practices and codes of ethics, including, without limitation, the Company's Code of Conduct, Policy on Insider Trading and any and all guidelines for the avoidance of conflicts of interest.

6. Service Limits on Boards and Committees. The Board does not believe that it should establish term limits with respect to service on the Board or any committee of the Board (each a "**Committee**"), as it believes there is a significant advantage in maintaining the experience and insight into the Company and its operations that directors gain over time. As an alternative to term limits, the Nominating and Governance Committee, in conjunction with the Chairman of the Board and the Chief Executive Officer, will evaluate, subject to any applicable provisions set forth in the Certificate, Bylaws or any applicable nominating or other related agreement to which the

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Company is a party, each director in connection with whether such director should be re-nominated to the Board, and at such other times as may be appropriate. This will also allow each director the opportunity to confirm his or her desire to continue as a member of the Board. No director may be nominated to a new term if he or she would be age 74 or older at the time of the election, unless such director is also the Chief Executive Officer of the Company. No director shall serve as a director, officer or employee of a competitor of the Company.

Directors should not serve on more than five other boards of public companies in addition to the Company's Board. No director that is an executive officer of a public company may serve on more than two public company boards (including the Company's Board). No member of the Audit Committee may serve simultaneously on the audit committee of more than three public companies (including the Company's Audit Committee). To enable the Nominating and Governance Committee to assess potential conflicts of interest, if any, or potential interlocking directorships, each director must notify the Chairman of the Nominating and Governance Committee (or the Chief Executive Officer in the event the person providing such notification is the Chairman of the Nominating and Governance Committee) in advance of accepting an invitation to serve as a member on another board of directors. In addition, when a director's principal occupation or business association changes from the position such director held when originally invited to join the Board, such director must promptly notify the Chairman of the Nominating and Governance Committee (or the Chief Executive Officer in the event the person providing such notification is the Chairman of the Nominating and Governance Committee).

7. New Director Orientation. New directors shall receive an orientation through a combination of presentations by management (or its designees) and written materials. This process will assist new directors in acquainting themselves with the Company's business and its policies.

8. Director Education. The Company shall provide appropriate information to directors regarding changes in the Company's business and industry as well as the responsibilities of directors in fulfilling their duties. Each director should maintain the necessary level of qualifications to perform the responsibilities of a director and member of any committee of which such person is a member. The Company may offer continuing education programs to assist the directors in maintaining their qualifications. The Board expects that the Company will provide at least one continuing education presentation per year. The Secretary shall be responsible for coordinating the education programs for directors and for keeping the Board abreast of corporate governance developments.

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B. Confidentiality

Each director has an obligation to keep confidential all non-public information that he or she receives in connection with serving on the Board. Directors may not use such information for personal benefit or the benefit of persons or entities outside the Company nor may they disclose this information for any purpose without express permission. Confidential information includes, but is not limited to, information regarding the strategy, business, finances and operations of the Company (or any of the Company's suppliers, customers or other constituents), minutes, reports and materials of the Board and its committees, and other documents identified as confidential by the Company. The proceedings and deliberations of the Board and its committees are also confidential non-public information and are subject to strict protection.

C. Board Leadership

1. Role of Chairman of the Board. The Chairman of the Board shall chair each Board meeting. In his or her absence, the Bylaws shall govern who will chair the Board meeting. While currently, the positions of Chairman of the Board and Chief Executive Officer are separate, the Board does not have a set policy regarding whether the position of Chairman of the Board should be held by the Chief Executive Officer, or be separated.

2. Meetings of Independent Directors. The independent directors will meet separately, in executive session, without management directors as often as they deem necessary or appropriate, but not less than two times per year, to discuss such matters as they deem appropriate. The Chairman of the Nominating and Governance Committee will chair such executive sessions of the independent directors and lead such discussions. The independent directors may request that Company personnel, consultants and other advisors make presentations or participate in discussions at any such executive sessions.

D. Board Procedures

1. Access to Information, Management and Employees. The directors shall have complete access to the Company's executive officers, senior management and other employees. In addition, the directors shall have complete access to any information about the Company that they deem necessary or appropriate to carry out their duties. The directors will use proper judgment and discretion to ensure that such access is not unnecessarily distracting to the business operations of the Company.

2. Access to Advisors. The Board and its Committees shall have complete access to the Company's outside legal, accounting, financial and other advisors. In addition, the Board and its Committees shall have the authority, at the expense of the Company, to retain such

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independent legal, accounting, financial and other advisors as they deem appropriate without management approval.

3. Conflicts of Interest. A director's other relationships, including business, family or those with non-profit entities, may occasionally give rise to the perception that the director has a material, personal interest in a particular issue involving the Company. If a director becomes involved in activities or interests that conflict or appear to conflict with the interests of the Company and these activities result in an actual or potential conflict of interest, then the director is required to disclose such conflict promptly to the Board. The Board will determine an appropriate resolution on a case-by-case basis. Directors will recuse themselves from any discussion or decision affecting their personal, business or professional interests.

4. No Loans or Personal Services. The Company will not make any personal loans or extensions of credit to directors or executive officers. No director (other than management directors) or family member of any director may provide personal services to the Company for compensation.

5. Self-Evaluation. The Board and each Committee will perform a self-evaluation on an annual basis. In accordance with the terms of its charter (as may be amended from time to time), the Nominating and Governance Committee is responsible for reporting annually to the Board an assessment of the Board's performance. The assessment will include a review of the Board's overall effectiveness and the areas in which the Board or management believes the Board can make an impact on the Company. The purpose of the evaluation is to increase the effectiveness of the Board as a whole, not to focus on the performance or operate as a critique of individual Board members.

6. Compensation. The Company believes that compensation for non-employee directors should be competitive in order to attract and maintain a qualified Board. The form and amount of director compensation will be determined by the Nominating and Governance Committee in accordance with its charter, which will conduct an annual review of director compensation. Director compensation shall be in an amount which is competitive with the market and is geared towards attracting and retaining highly-qualified, independent professionals to represent the Company's stockholders. The Nomination and Corporate Governance Committee will consider a director's compensation when determining such director's independence. Independent directors may not receive consulting, advisory or other compensatory fees from the Company in addition to their Board compensation, except as permitted under the rules of the NYSE and as approved by the Board.

7. Charitable Contributions. The Company will make charitable contributions in line with established priorities and practices, and the recipients of these charitable contributions may

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include organizations affiliated with directors. However, the Company will not make charitable contributions at the request (or on behalf of) any independent director.

E. Board and Committee Meetings

1. Attendance and Preparation. All directors are expected to attend and actively participate in all meetings of the Board (and of any Committees on which they serve) either in person, telephonically or by any other electronic means unless exigencies prevent them from attending. Directors are expected to prepare for each meeting by reviewing materials provided to them in advance of the meeting.

2. Schedule. The Board and each Committee will meet as frequently and for such duration as needed for the directors to properly discharge their responsibilities. The Board believes that regular meetings of the Board and its Committees at appropriate intervals are desirable for the performance of their responsibilities. The Board shall have regularly scheduled meetings at least quarterly and each Committee shall set up regularly scheduled meetings as appropriate. The Board and each Committee shall annually prepare a schedule of regular Board and Committee meetings and timely notify the Board or Committee members of any changes in the schedule.

3. Agendas and Minutes. The Chairman of the Board, with the recommendations and assistance of the Chief Executive Officer, shall establish the agenda for each Board meeting and distribute the agenda in advance of the meeting to each member of the Board. Board members may add items to be included on the agenda for any meeting and may raise at any meeting subjects that are not on the agenda for that meeting.

The chairperson of each Committee shall establish and arrange for the distribution of an agenda to each Committee member in advance of a Committee meeting. Committee members may add items to be included on the agenda for any meeting and may raise at any meeting subjects that are not on the agenda for that meeting, provided that such items or subjects must be consistent with the purpose, duties and responsibilities of such Committee.

Minutes shall be kept of each meeting of the Board and each Committee. The Chairman of the Board and the chairperson of each Committee shall designate a person to act as secretary of each meeting upon the commencement of such meeting; in the absence of such designation, the Secretary of the Company shall act as the secretary of each meeting of the Board and the Committees.

4. Advance Materials. To the extent practicable, the Company shall deliver to each member of the Board or any Committee, in advance of each meeting of the Board or such Committee, all materials and information relating to the matters to be considered at that meeting.

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5. Attendance of Senior Management Personnel. Senior management personnel, and other non-directors, may attend meetings of the Board or any Committee at the invitation of the Chairman of the Board or the Chief Executive Officer, or the chairperson of that Committee, as appropriate. The Board encourages the Chairman of the Board and the Chief Executive Officer to bring managers into Board meetings who can provide additional insights into the items being discussed and will enhance the flow of meaningful financial and business information to the directors.

F. Committees

1. Standing Committees. The Board currently has three standing Committees: the Audit Committee, the Compensation Committee, and the Nominating and Governance Committee. The Board may establish additional Committees from time to time to facilitate and assist in the execution of its responsibilities. These Committees shall generally address issues that, because of their complexity, technical nature, time requirements or corporate governance principles, cannot be adequately or appropriately addressed at meetings of the entire Board. The Board may dissolve a Committee at any time to the extent consistent with applicable law, the Bylaws and NYSE listing rules. The Nominating and Governance Committee shall make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairs annually, subject to the Bylaws and any applicable agreement to which the Company is a party regarding nomination of directors.

2. Responsibilities of Committees. Each Committee shall promptly inform the Board of the actions taken or issues discussed at its meetings. This will generally take place at the next Board meeting following a committee meeting. The purposes, duties and responsibilities of each Committee shall be as set forth in the charter for such committee approved by the Board. These charters, along with these Corporate Governance Guidelines, will be posted on the Company's website at <http://www.AgilityHealth.com>.

G. Responsibilities of the Board

1. Generally. The Company's business is conducted by its employees, officers and managers, under the management and direction of the Chief Executive Officer. The primary responsibilities of the Board are to exercise its business judgment to act in what it reasonably believes to be the best interests of the Company and its stockholders through the oversight of the Company's management and the monitoring of the Company's business for the enhancement of the long-term interests of the Company and its stockholders. In addition, the Board performs a number of specific functions, including:

- providing advice and counsel to the Chief Executive Officer and senior executive officers of the Company;

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- reviewing and, where appropriate, approving the Company's fundamental business and financial objectives and strategies and major business and operating plans, and monitoring the implementation and execution thereof;
- reviewing and, where appropriate, approving significant actions and transactions by the Company (including material capital expenditures);
- subject to any applicable nominating or other related agreement to which the Company is a party, nominating directors, reviewing the structure and operation of the Board, and overseeing effective corporate governance;
- setting expectations about the tone and ethical culture of the Company;
- selecting, appointing and, if necessary, replacing the Chief Executive Officer and the other officers of the Company in accordance with the Bylaws;
- selecting, regularly evaluating and approving, through the Compensation Committee, the compensation of the Company's Chief Executive Officer and the other executive officers;
- guiding and overseeing management development;
- selecting, evaluating and compensating the Company's independent auditors and pre-approving the engagement terms and the provision of any audit and non-audit services provided by such firm for the Company, through the Audit Committee;
- providing oversight of risk assessment and monitoring processes, internal and external audit processes, financial reporting, and disclosure controls and procedures;
- assuring processes are in place for maintaining the integrity of the Company, including the integrity of its financial statements and other public disclosures and compliance with law and ethics;
- considering the impact of Company actions and Board decisions on the Company's other stakeholders, including its customers, employees, suppliers and the communities where it operates; and
- overseeing compliance with applicable laws and regulations.

2. Management Succession. The Board will plan for the succession to the positions of the Chairman of the Board and the Chief Executive Officer as well as certain other senior management positions. To assist the Board, the Chief Executive Officer will periodically provide the Board with an assessment of succession and development plans for senior executive officers. The Board may from time to time ask the Compensation Committee to undertake specific review concerning management succession planning.

3. Financial Reporting, Legal Compliance and Ethical Conduct. The Board's governance and oversight functions do not relieve the Company's executive management of its primary responsibility for preparing financial statements which accurately and fairly present the Company's financial results and condition. Executive management shall maintain systems,

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procedures and a corporate culture that promote compliance with legal and regulatory requirements and the ethical conduct of the Company's business.

4. Annual Meeting Attendance. All members of the Board are expected to attend the Company's Annual Meeting of Stockholders unless an emergency or other urgent, unexpected circumstance prevents them from doing so.

5. Communications by Stockholders. Any stockholder who wishes to communicate directly with the Board, any Committee or any specific director may do so by directing a written request addressed to such director or directors through the Chairman of the Nominating and Governance Committee, in care of the Company's Chief Financial Officer at the Company's principal executive offices; provided, that all communications regarding potential director nominees and business to be discussed at the Company's Annual Meeting of Stockholders must be made in accordance with the terms of the Bylaws and other applicable laws.

6. Communications with Institutional Investors, Analysts, Press and Customers. The Board believes that management has the primary responsibility to communicate with investors, the press, employees, stockholders and other constituencies that are involved with the Company, and to set policies for those communications. Individual directors may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but directors should do this with the knowledge of management and, absent unusual circumstances or as contemplated by Committee charters, only at the request of management or the direction of the Board.

H. Review of These Guidelines

The Nominating and Governance Committee shall periodically, but no less than annually, review these Guidelines and recommend appropriate changes to the Board; provided, that any such changes shall be in accordance with the Certificate, the Bylaws and any applicable nominating or related agreement to which the Company is a party.