

AGILITI, INC.
COMPENSATION, NOMINATING AND GOVERNANCE COMMITTEE CHARTER

The Compensation, Nominating and Governance Committee (the “**Committee**”) is a committee of the board of directors (the “**Board**”) of Agiliti, Inc. (the “**Company**”).

Purpose

The purpose of the Committee is to (i) assist the Board by identifying and nominating individuals qualified to become directors, consistent with criteria approved by the Board, (ii) take a leadership role in shaping the corporate governance of the Company; (iii) oversee the evaluation of the Board, committees of the Board and management; (iv) recommend to the Board director nominees for each of the Board’s committees in accordance with the Company’s bylaws and any applicable agreement to which the Company is a party regarding nomination of directors; (v) carry out the responsibilities delegated by the Board relating to the review and determination of executive compensation; (vi) prepare the compensation committee report on executive officer compensation required by the Securities and Exchange Commission (the “**SEC**”) for inclusion in the Company’s annual proxy statement or annual report on Form 10-K; (vii) oversee annual evaluations of the Board and committees of the Board; (viii) develop and recommend to the Board, and review periodically, the Corporate Governance Guidelines applicable to the Company and amendments thereto and make other recommendations to the Board relative to corporate governance issues; and (vi) oversee of the Company’s environmental, social and governance (“**ESG**”) related matters.

Membership

The Committee shall consist of three or more directors. Each member of the Committee shall be independent in accordance with the rules of The New York Stock Exchange (“**NYSE**”) and Rule 10c-1 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), 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. Each member of the Committee must qualify as a “non-employee director” for the purposes of Rule 16b-3 under the Exchange Act. In the event that any member of the Committee does not qualify as a “non-employee director” for purposes of Section 16 of the Exchange Act, then all equity compensation and any disposition or acquisition of Company securities that is intended to be exempt from Section 16 shall be approved by either (1) the Board or (2) a subcommittee composed of at least two members of the Committee who qualify as non-employee directors under Section 16 of the Exchange Act. 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 required herein.

The members of the Committee shall be appointed by the Board in accordance with the Company’s bylaws and any applicable agreement to which the Company is a party regarding nomination of directors. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation, removal or death. The Board may remove any

member from the Committee at any time with or without cause in accordance with the Company's bylaws and any applicable agreement to which the Company is a party regarding nomination of directors.

Duties and Responsibilities

Subject to the Company's bylaws and any applicable agreement to which the Company is a party regarding nomination of directors, the Committee shall have the following authority and responsibilities:

1. To review and approve corporate goals and objectives relevant to the compensation of the chief executive officer of the Company (the "**CEO**") and other executive officers, including annual and long-term performance goals and objectives.
2. To evaluate at least annually the performance of the CEO and other executive officers against corporate goals and objectives including the annual performance objectives.
3. To review, determine and approve annually, subject to such further action of the Board as the Board, the compensation (including any awards under any equity-based compensation or non-equity-based incentive compensation plan of the Company and any material perquisites) of the Company's executive officers, other than the CEO.
4. To review and recommend to the Board for approval, the compensation (including any awards under any equity-based compensation or non-equity-based incentive compensation plan of the Company and any material perquisites) of the Company's CEO. In evaluating and determining executive compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("**Say on Pay Vote**") required by Section 14A of the Exchange Act. The CEO cannot be present during any voting or deliberations by the Committee on his or her compensation.
5. To review, approve and, when appropriate, recommend to the Board for approval, incentive compensation plans (including non-equity-based plans) and equity-based plans, and where appropriate or required, recommend for approval by the stockholders of the Company, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to administer the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan. In reviewing and approving incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote.
6. To review and discuss with management the Company's Compensation Discussion and Analysis ("**CD&A**") and the related executive compensation information and disclosure related to the CEO pay ratio, recommend that the CD&A and related executive compensation information and disclosure related to the CEO pay ratio be included in the Company's annual report on Form 10-K and proxy statement, and produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.

7. To review and approve and, when appropriate, recommend to the Board for approval, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.
8. To review the objectives of the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
9. To review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
10. To review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend any changes to the Board as necessary.
11. To undertake specific review concerning management succession planning upon request from the Board.
12. To the extent it deems necessary, review and approve the terms of any compensation "clawback" or similar policy or agreement between the Company and the Company's executive officers or other employees subject to Section 16 of the Exchange Act.
13. To develop, and recommend to the Board for its approval, criteria for the requisite qualifications, qualities, skills, and other expertise to be considered in selecting nominees for director.
14. To identify and screen individuals qualified to become members of the Board, consistent with criteria approved by the Board, and to assess annually whether the composition of the Board as a whole reflects the appropriate balance of independence, sound judgment, business specialization, technical skills, diversity (including race, ethnicity, gender and age) and other desired qualities, and recommend any appropriate changes to the Board.
15. To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders.
16. To 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.
17. To oversee the Company's policies and procedures with respect to the consideration of director candidates recommended by stockholders.
18. To review annually the relationships between directors, the Company and members of management and recommend to the Board whether each director qualifies as

- “independent” under the Board’s definition of “independence” and the applicable NYSE rules.
19. To review and approve certain prohibited transactions by directors and executive officers (as provided in the Company’s Insider Trading Policy).
 20. To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to review these principles at least once a year and to recommend any changes to the Board.
 21. To oversee the Company’s corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company’s corporate governance framework, including its certificate of incorporation and by-laws.
 22. To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.
 23. To review the Board’s committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairmen annually.
 24. If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board in accordance with the Company’s bylaws and any applicable agreement to which the Company is a party regarding nomination of directors.
 25. To coordinate with management to develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.
 26. To review and discuss with management disclosure of the Company’s corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be, included in the Company’s proxy statement or annual report on Form 10-K, as applicable.
 27. To oversee and review the Company’s strategies, activities, policies and communications regarding sustainability and ESG-related matters and make recommendations to the Board, including identifying sustainability and ESG risks and opportunities, reviewing and recommending to the Board for approval, any guidelines, documents or policies, or any changes thereto, that comprise the Company’s ESG strategic framework.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm, compensation consultant, outside legal counsel and such other advisors as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the director search firm, compensation consultant, outside legal counsel or other advisor. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of

outside legal counsel, an executive search firm, a compensation consultant and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel, the director search firm, the compensation consultant and any other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its director search firm, compensation consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its director search firm, compensation consultant, legal counsel or other advisor to the compensation committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S- K. The Committee shall also, from time to time as the Committee deems appropriate and prior to retention of any advisors to the Committee, assess the independence of such advisers, taking into consideration the factors specified in the NYSE listing standards.

Structure and Operations

Subject to the terms and conditions of any applicable agreement to which the Company is a party regarding nomination of directors, the Board shall designate a member of the Committee as the chairperson. The agenda for meetings of the Committee shall be designed by the chairperson in consultation with the other members of the Committee. The Committee shall meet as often as may deemed necessary or appropriate in its judgment, no less than four times a year, and at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion, so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the SEC and NYSE.

Books and Records

The Committee shall have access to the Company's books, records, facilities and personnel.

Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.