

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF HEARTFLOW, INC.**



(Effective July 17, 2025)

1. **Purpose.** The Nominating and Corporate Governance Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Heartflow, Inc. (the “**Company**”) to assist the Board in fulfilling the Board’s duties and oversight responsibilities regarding:
 - identifying, evaluating, and recommending individuals qualified to become members of the Board and its committees;
 - reviewing and recommending to the Board for approval any proposed changes to the corporate governance guidelines applicable to the Company (the “**Corporate Governance Guidelines**”);
 - overseeing the evaluation of the Board and its committees; and
 - advising the Board on corporate governance and corporate social responsibility matters.

2. **Membership.** The Committee shall consist of at least two members of the Board. Each Committee member shall qualify as an “independent director,” as such term is defined under applicable listing standards of The Nasdaq Stock Market LLC (“**Nasdaq**”), subject to any applicable exemption and transition provisions such as the initial-phase in periods for committee membership requirements applicable in connection with and after the Company’s initial public offering.

The members of the Committee shall be appointed by and serve at the discretion of the Board on the recommendation of the Committee. Committee members may be removed at any time by the Board. The Board will appoint one member of the Committee to serve as the Chair of the Committee. In the absence of that designation, the members of the Committee may elect a Chair by majority vote of all members.

3. **Specific Responsibilities and Duties.** The principal responsibilities and duties of the Committee shall include:
 - 3.1. **Director Criteria.** Periodically review and recommend to the Board the experience, qualifications, attributes, skills or other criteria desired for directors and director candidates (“**Director Criteria**”).
 - 3.2. **Identify Director Candidates.** Search for, identify, evaluate and assist in recruiting individuals qualified to become members of the Board consistent with the criteria, policies and principles set forth in the Corporate Governance Guidelines and any additional Director Criteria determined from time to time by the Board.
 - 3.3. **Director Nominees.** Make recommendations to the Board regarding the nominees for director to be submitted to a stockholder vote at the Company’s annual meeting of stockholders and to fill any vacancy on the Board occurring between annual meetings of stockholders. Review the suitability of each nominee for director for continued service on the Board, which shall include a consideration of whether such director nominee has retired or materially

changed his or her job responsibility or business association or experienced other changed circumstances that could pose a conflict of interest or diminish his or her effectiveness as a Board member or ability to commit appropriate time and attention to his or her service on the Board.

- 3.4. **Stockholder Recommendations.** Establish and review the process for the recommendation of director candidates by stockholders, which shall be published in the Company's annual proxy statement or as otherwise required by applicable rules of the U.S. Securities and Exchange Commission (the "**SEC**"). Review director candidates for the Board recommended by stockholders (provided that such recommendations are made in compliance with any published processes therefor, and consistent with the Board's criteria for evaluating new directors as set forth in the Corporate Governance Guidelines and any additional Director Criteria determined from time to time by the Board) and make a recommendation to the Board with respect to each such director candidate.
- 3.5. **Director Independence.** Make recommendations to the Board with respect to director independence, including overseeing the Board's annual evaluation of the independence of each director.
- 3.6. **Board Composition.** Periodically review with the Board the appropriate size and composition of the Board as a whole in light of the Company's current and anticipated needs and recommend, if necessary, measures to be taken so that the Board (a) reflects the appropriate balance of experience, qualifications, attributes and skills desired for the Board as a whole and (b) contains at least the minimum number of independent directors required by the listing standards of Nasdaq or other applicable law as in effect from time to time.
- 3.7. **Board Committees.** Review the Board's committee structure and make recommendations to the Board concerning the qualifications, appointment and removal of members of Board committees (or to fill any vacancy(ies) on Board committees), including reviewing annually the suitability of each Board member for continued service on each relevant committee, and the appointment of the chair of each committee. Recommend that the Board establish special committees as may be desirable or necessary from time to time in order to address interested director, ethical, legal or other matters that may arise.
- 3.8. **Director Resignation.** Review and make recommendations to the Board with respect to any director resignation requiring acceptance by the Board.
- 3.9. **Corporate Governance Guidelines.** Review and reassess at least annually the adequacy of the Corporate Governance Guidelines and recommend to the Board for approval any proposed changes to the Corporate Governance Guidelines.
- 3.10. **Board Leadership Structure.** Periodically review the Board's leadership structure in light of the specific characteristics of the Company and recommend any changes to the Board for approval and discuss the effect on the Board's leadership structure of the Board's role in risk oversight of the Company.
- 3.11. **Development and Succession Planning.** Review and make recommendations to the Board for the Chief Executive Officer ("**CEO**") succession planning process and other senior management development and retention. Periodically review with management the Company's general management succession plans.

Develop and review at least annually an emergency CEO succession plan to become effective in the event the CEO becomes unable to perform his or her duties.

- 3.12. **Code of Conduct and Ethics and Compliance.** Oversee and review the Company's system to monitor compliance with the Company's Code of Conduct and Ethics (the "**Code**") and meet periodically with the Company's Chief Legal and Compliance Officer to discuss compliance with the Code. Approve in advance any waivers of compliance with the Code for directors and executive officers as required by the rules of the SEC and Nasdaq. Periodically review the Code and, when necessary, recommend any proposed changes to the Board for approval.
- 3.13. **Conflicts of Interest.** Monitor compliance with the Company's applicable conflict of interest policies as it relates to directors and otherwise consider questions of possible conflicts of interest of Board members and of executive officers, other than transactions with related persons reviewed by the Audit Committee of the Board.
- 3.14. **Director Orientation and Continuing Education.** Develop with management the director orientation process for new directors and monitor the continuing education of existing directors.
- 3.15. **Director Time Commitments.** Oversee and monitor compliance with the Company's policy on director time commitments, review such policy annually and advise the Board on any recommended updates. Review each Board member's time commitments and ability to effectively serve on the Board in light of the Company's policy on director time commitments.
- 3.16. **Other Corporate Governance Matters.** Oversee and consider any other corporate governance matters that may arise from time to time and develop appropriate recommendations for the Board.
- 3.17. **Corporate Social Responsibility Matters.** Oversee the Company's principles, programs, and practices on environmental, social and governance topics and periodically review reports on these topics.
- 3.18. **Stockholder Engagement.** Oversee management's stockholder engagement strategies and activities.
- 3.19. **Annual Board Evaluation.** Develop, in consultation with the Board, a process for an annual evaluation of the performance and functioning of the Board and its committees and oversee the conduct of this evaluation on an annual basis.
- 3.20. **General Responsibilities and Duties.**
 - (a) **Review of Charter.** On an annual basis, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
 - (b) **Self-Evaluation.** On an annual basis, evaluate the performance of the Committee based on the process developed by the Committee. The results of the annual self-evaluation shall be reported to the Board.

- (c) **Executive Sessions.** At the Committee's discretion, meet periodically in separate executive sessions to discuss any matters the Committee or any of the foregoing persons believe should be discussed privately or warrant Committee attention.
- (d) **Effective and Open Communications.** Endeavor to maintain effective working relationships with, and provide a free and open channel of communication to, members of the Committee, management and the Board.
- (e) **Other Actions.** Perform any other activities consistent with this Charter and the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, as in effect from time to time, as the Committee or the Board deems necessary or appropriate. The Committee may from time to time seek input from the Board on any of the foregoing matters as it may determine to be appropriate.

4. **Organization and Operations.**

- 4.1. **Meetings.** The Committee will meet with such frequency, and at such times as its Chair, or a majority of the Committee, determines. Such meetings, at the Committee's discretion, may be in person, by telephone or by audio or video conference, and the Committee may take actions by unanimous written consent. A special meeting of the Committee may be called by the Chair and will be called promptly upon the request of any two Committee members. The agenda of each meeting will be prepared by the Chair (in consultation with the appropriate members of the Committee, the Chair of the Board and management) and circulated to each member prior to the meeting date. Unless the Committee or the Board adopts other procedures, the provisions of the Company's Amended and Restated Bylaws, as in effect from time to time, and as applicable to meetings of the Board, will govern meetings of the Committee. A quorum for any meeting of the Committee shall be a majority of the members of the Committee.
- 4.2. **Minutes and Reports.** Minutes of each meeting will be kept with the regular corporate records. The Committee will periodically report to the Board its findings and actions.
- 4.3. **Subcommittees.** The Committee has the power to appoint, from among its members, subcommittees, each of which may have (as determined by the Committee) the full power and authority of the Committee; provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.
- 4.4. **Voting.** Each Committee member shall have one vote, and actions at meetings are approved by a majority of the members present.

5. **Reliance; Experts; Funding; Cooperation.**

- 5.1. **Retention of Outside Advisors.** The Committee has the power, in its sole discretion, to retain at the Company's expense such legal counsel or other advisors and experts as it deems necessary or appropriate to carry out its duties, including the authority to approve any such outside advisor's fees and other retention terms. Without limiting the foregoing, the Committee has the

express authority to decide whether to retain, at the Company's expense, a search firm to assist it in identifying, screening and/or attracting director candidates. If the Committee decides in its discretion to retain such a firm, the Board delegates to the Committee the sole authority to retain and terminate any such firm and to approve the firm's fees and other retention terms.

- 5.2. **Funding.** The Company shall provide the Committee with appropriate funding, as determined by the Committee, for payment of reasonable compensation to any search firm, legal counsel or other advisor retained by the Committee.
- 5.3. **Reliance Permitted.** In carrying out its duties, the Committee may act in reliance on management, the independent auditors, the Company's internal audit function and personnel responsible for that function, including any third party to whom the Company has outsourced, in whole or in part, its internal audit function and outside advisors and experts, as it deems necessary or appropriate.
- 5.4. **Investigations.** The Committee has the authority to conduct or authorize any investigation into any matters within the scope of its responsibilities as it deems necessary or appropriate to fulfilling its duties.
- 5.5. **Participation of Employees and Outside Experts.** The Committee shall have unrestricted access to internal and outside counsel and anyone else in the Company, and may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.

Nothing in this Charter shall preclude the Board from itself taking any action set forth herein, except where such action is required by applicable law or Nasdaq listing standards to be taken by the Committee.

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