



**CHARTER OF THE  
NOMINATING, GOVERNANCE & CORPORATE RESPONSIBILITY COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
ENDO, INC.**

**Adopted as of May 10, 2024**

**I. PURPOSE OF THE COMMITTEE**

The purpose of the Nominating, Governance & Corporate Responsibility Committee (the “Committee”) of the Board of Directors (the “Board”) of Endo, Inc. (the “Company”) shall be to (i) identify and recommend to the Board individuals qualified to serve as directors of the Company, (ii) advise the Board with respect to the composition of the Board and its committees, (iii) make recommendations to the Board on corporate governance matters, (iv) supervise the evaluation of the Board and (v) review corporate responsibility matters.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of three or more independent directors as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of The New York Stock Exchange (“NYSE”) and any additional requirements that the Board deems appropriate.

Consistent with the appointment of other Board committees, the members of the Committee shall be elected by the Board at the annual organizational meeting of the Board or at such other time as may be determined by the Board. Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

The chairperson of the Committee shall be designated by the Board; *provided* that if the Board does not so designate a chairperson, the members of the Committee, by majority vote, may designate a chairperson.

**III. MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. The Committee shall

maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

#### **IV. SUBCOMMITTEES**

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members, and *provided further* that the Committee shall not delegate any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole. All such delegations must be authorized through a Committee approved action.

#### **V. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

##### ***A. Board Candidates and Nominees***

The Committee shall have the following duties and responsibilities with respect to Board candidates and nominees:

(a) To assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board.

(b) To review the background and qualifications of individuals being considered as director candidates. Among the qualifications considered in the selection of candidates, the Committee shall look at the following attributes and criteria of candidates: experience, skills, expertise, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board.

(c) To recommend to the Board the director nominees for election by the shareholders or appointment by the Board, as the case may be, pursuant to the Certificate of Incorporation and Bylaws of the Company, which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time.

(d) To review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated. The Committee shall also consider whether the Board should accept any director resignation tendered in accordance with the Company's Corporate Governance Guidelines.

##### ***B. Board Composition and Procedures***

The Committee shall have the following duties and responsibilities with respect to the composition and procedures of the Board and its committees:

(a) To review periodically with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a

whole, in accordance with the Company's Corporate Governance Guidelines, and at least a majority of independent directors. In an effort to foster and maintain a diversity of viewpoints on the Board, the Committee will monitor the mix of skills, professional experience, gender, age, race, ethnicity, background and perspectives of the directors and assess potential candidates in the context of the current Board make-up.

(b) To review periodically the size of the Board and to recommend to the Board any appropriate changes.

(c) To review and evaluate the size, composition and organization of the Board's committees and make recommendations to the Board as appropriate.

(d) To make recommendations on the frequency and structure of Board meetings.

(e) To review periodically the Company's orientation process for new directors and policies relating to continuing education for directors.

(f) To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.

#### ***C. Evaluation of the Board and its Committees***

The Committee shall supervise an annual self-evaluation of the Board and its committees to determine whether the Board and its committees are functioning effectively. The Committee shall determine the nature of these evaluations and supervise the conduct of these evaluations.

#### ***D. Corporate Governance Guidelines***

The Committee shall, at least annually, review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any amendments to the Board for approval. In addition, the Committee shall make recommendations to the Board regarding corporate governance matters and practices.

#### ***E. Shareholder Proposals***

The Committee shall review and evaluate shareholder proposals submitted to the Company for inclusion in the Company's proxy materials and recommend to the Board appropriate action regarding such proposals.

***F. Corporate Responsibility***

The Committee shall review the Company’s initiatives and objectives regarding sustainability, environmental and other corporate responsibility matters. The Committee shall oversee the Company’s overall corporate responsibility program, including coordinating with other Board committees in their supervision of individual aspects of the program. In addition, the Committee shall annually review and approve the Company’s drug pricing policy.

In addition to the activities described above, the Committee will perform such other functions as necessary or appropriate in its or the Board’s business judgment under applicable law, the Company’s Certificate of Incorporation and Bylaws and the resolutions or other directives of the Board.

**VI. EVALUATION OF THE COMMITTEE**

The Committee shall, on an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend any proposed changes to the Board for its approval. The Committee shall address all matters that the Committee considers relevant to its performance.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended changes to this Charter and any other applicable policies, procedures or governing documents.

**VII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee’s scope of responsibilities or otherwise at the request of the Board, and may retain, at the Company’s expense, such independent counsel or other consultants or advisers as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm’s fees and other retention terms, such fees to be borne by the Company.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.

Adopted by the Board of Directors of  
Endo, Inc.  
on May 10, 2024