

FORTREA HOLDINGS INC.

**NOMINATING, CORPORATE GOVERNANCE AND COMPLIANCE
COMMITTEE CHARTER**

Purpose

The Nominating, Corporate Governance and Compliance Committee is appointed by the Board of Directors (the "Board") of Fortrea Holdings Inc. (the "Company"): (1) to assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board and by recommending to the Board the director nominees for the next annual meeting of stockholders and otherwise when necessary; (2) to develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and appropriate amendments thereto; (3) to lead the Board in its annual review of the performance of the Board and management; (4) to oversee, and advise the Board with respect to, the Company's corporate governance matters, including Board and committee structure and composition and the Company's corporate governance policies and practices; (5) to assist the Board in carrying out its oversight responsibility with respect to compliance issues and attendant risks; and (6) to assist the Board to oversee management's efforts to adopt and implement policies and procedures that require the Company and its employees to act in compliance with high ethical and legal standards, and to be compliant with applicable operational, health, safety, environmental, quality, and regulatory requirements and best practices (see the Audit Committee Charter regarding financial control, audit, and accounting matters).

Committee Membership and Meetings

The Nominating, Corporate Governance and Compliance Committee shall consist of no fewer than two members of the Board, all of whom shall, except as otherwise permitted, meet the independence requirements of the Nasdaq Stock Market ("Nasdaq") and any other qualification requirements imposed by applicable laws, rules, and regulations.

The members of the Nominating, Corporate Governance and Compliance Committee shall be appointed annually by the Board. Nominating, Corporate Governance and Compliance Committee members may be removed and replaced by the Board with or without cause. Any vacancies will be filled through appointment by the Board. Resignation or removal of a member of the Board, for whatever reason, will automatically constitute resignation or removal, as applicable, of such member of the Board from the Nominating, Corporate Governance and Compliance Committee.

The Nominating, Corporate Governance and Compliance Committee shall meet as often as necessary to carry out its responsibilities under this Charter, but no less than two times annually. The Nominating, Corporate Governance and Compliance Committee shall meet periodically in executive session with the Chief Compliance Officer.

The members of the Nominating, Corporate Governance and Compliance Committee shall appoint one of their members as Chairperson. The Chairperson shall be responsible for the leadership of the Nominating, Corporate Governance and Compliance Committee, including preparing agendas, presiding over meetings, and reporting for the Nominating, Corporate Governance and Compliance Committee to the Board at the Board's next regularly scheduled meeting following a meeting of the Nominating, Corporate Governance and Compliance Committee.

Committee Powers, Authority, Duties and Responsibilities

Nominating and Corporate Governance

1. The Nominating, Corporate Governance and Compliance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms. The Nominating, Corporate Governance and Compliance Committee shall also have the authority to obtain advice and assistance from internal or outside legal, accounting or other advisors. The Company shall provide

appropriate funding therefor and for ordinary administrative expenses of the Nominating, Corporate Governance and Compliance Committee, as determined by the Nominating, Corporate Governance and Compliance Committee.

2. The Nominating, Corporate Governance and Compliance Committee shall establish and recommend to the Board the appropriate skills and characteristics required of Board members for the selection of new directors, evaluate the qualifications of potential candidates for director, including any nominees submitted by stockholders under and in accordance with the provisions of the Company's Bylaws and applicable laws and regulations. The skills and characteristics identified shall reflect the Board's commitment to develop a diverse pool of individuals from which director nominees may be selected, including as may be required under applicable law.
3. At least on an annual basis, the Nominating, Corporate Governance and Compliance Committee shall evaluate and analyze the skills and experience of the Board members, taking into account the diversity, age, background, skills, tenure and expertise of the Board as a whole, the Board's succession plan and the Company's business needs. The Nominating, Corporate Governance and Compliance Committee shall also annually evaluate and analyze the independence of each Board member in accordance with the listing standards of Nasdaq and applicable laws, rules and regulations.
4. Based on the criteria and evaluation set forth in paragraphs 2 and 3 above, the Nominating, Corporate Governance and Compliance Committee shall recommend to the Board the nominees for election at the next annual meeting or any special meeting of stockholders and any person to be considered to fill a Board vacancy or a newly created directorship resulting from any increase in the authorized number of directors.
5. The Nominating, Corporate Governance and Compliance Committee shall (a) review and evaluate any change of circumstances or actual or potential conflict of interest relating to any director that may affect the independence of the director that is reported pursuant to the Company's Corporate Governance Guidelines or otherwise brought to the attention of the Nominating, Corporate Governance and Compliance Committee and (b) advise the Board as to the Nominating, Corporate Governance and Compliance Committee's findings and recommendations relating to the independence and continued service of any such director and, on an ongoing basis, any other issues pertaining to the independence of the Company's directors.
6. The Nominating, Corporate Governance and Compliance Committee shall (a) oversee the orientation and training of newly elected directors and continuing education for all Board members and (b) update such orientation, training and continuing education as necessary, including to address new and emerging oversight risks, such as cybersecurity.
7. The Nominating, Corporate Governance and Compliance Committee will periodically review and make recommendations to the Board regarding the Board's leadership structure.
8. The Nominating, Corporate Governance and Compliance Committee shall annually recommend to the Board director nominees for each Board committee, taking into account the listing standards of Nasdaq and applicable laws, rules and regulations. The Nominating, Corporate Governance and Compliance Committee shall also advise the Board on removal of any Board committee members.
9. The Nominating, Corporate Governance and Compliance Committee shall oversee an annual assessment of the Board's performance, including an evaluation of each individual director, to be discussed with the Board following the end of each fiscal year. As part of the annual assessment, the Nominating, Corporate Governance and Compliance Committee shall review director commitment levels in accordance with Section 22 of the Corporate Governance Guidelines and affirm that all directors are compliant.
10. The Nominating, Corporate Governance and Compliance Committee shall review and reassess the adequacy of the Company's Corporate Governance Guidelines annually and recommend any

proposed changes to the Board for approval.

11. The Nominating, Corporate Governance and Compliance Committee shall review the Company's governance programs and practices and any related risks.
12. The Nominating, Corporate Governance and Compliance Committee should assist the Board in fulfilling its oversight responsibilities relating to corporate responsibility and environmental, social and governance ("ESG") matters, employee health and safety, compliance and quality matters, including with respect to determining the best oversight structure for the Company and providing explicit disclosures regarding the oversight process and the Company's initiatives in these areas.
13. The Nominating, Corporate Governance and Compliance Committee will review and discuss with management disclosure of the Company's (a) corporate governance practices, including information regarding the operations of the Nominating, Corporate Governance and Compliance Committee and other Board committees, director independence and diversity, the director nominations process, and proxy voting results and (b) ESG initiatives, and, in each case, recommend that the appropriate disclosure of these topics be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
14. The Nominating, Corporate Governance and Compliance Committee will review and discuss with the Board the Company's engagement with and responsiveness to stockholder votes on governance matters.
15. The Nominating, Corporate Governance and Compliance Committee shall be responsible for ensuring that executive sessions of the Board are held regularly.
16. The Nominating, Corporate Governance and Compliance Committee should oversee the procedures and disclosures regarding stockholder meetings, including, if the meeting will be virtual only, the procedures and disclosures regarding the stockholders' ability to ask questions, procedures for publicly posting questions and answers received and given at the meeting, and logistical details for access and technical support.

Compliance

17. The Nominating, Corporate Governance and Compliance Committee shall be responsible for overseeing management of risks relating to compliance matters, including compliance with applicable legal, regulatory, operational, environmental, and health and safety requirements as well as high ethical standards.
18. In furtherance of the foregoing, the Nominating, Corporate Governance and Compliance Committee shall annually review the Company's programs and practices related to scientific, medical, and regulatory quality and compliance, including a periodic reassessment of the adequacy of:
 - The Company's Annual Compliance Audit Plans and other processes for auditing and monitoring quality and compliance risk areas;
 - Quality and compliance policy development;
 - Quality and compliance reporting/tracking systems;
 - Investigation and remediation practices for quality and compliance issues;
 - Education and training of Company personnel on quality and compliance; and
 - Quality and compliance function responsibilities, staffing and budget.

Based on its annual review, the Nominating, Corporate Governance and Compliance Committee may make recommendations to the Board for consideration and may also make recommendations directly to management.

19. The Nominating, Corporate Governance and Compliance Committee shall receive a copy of any updated guidance documents on compliance oversight for healthcare boards from the Office of Inspector General.
20. The Nominating, Corporate Governance and Compliance Committee shall receive notice of complaints and allegations relating to the Company's operations relating to quality or compliance matters received by the Company, through its anonymous complaint procedure or otherwise, that are deemed to be material by the Chief Compliance Officer, Chief Medical Officer or the Chairperson of the Nominating, Corporate Governance and Compliance Committee, and management shall consult with members of the Nominating, Corporate Governance and Compliance Committee regarding the resolution of all such material complaints and allegations. The Nominating, Corporate Governance and Compliance Committee will not deal with any complaints regarding accounting or auditing matters and will immediately pass any such complaints that it receives through the channels discussed above to the Audit Committee.
21. The Nominating, Corporate Governance and Compliance Committee shall meet regularly (meaning, at least annually) with each of the Chief Medical Officer and Chief Compliance Officer and, as necessary, members of Quality and Corporate Compliance and the heads of the Company's quality functions, regarding the implementation and effectiveness of the Company's scientific, medical and regulatory compliance program, and shall receive and review periodic reports regarding, among other things: (a) compliance-related activities and on-going compliance training programs; (b) the quality assurance activities conducted by the quality functions; (c) compliance and monitoring; (d) the results of internal quality and compliance audits; (e) the status and results of audits, inspections, investigations and enforcement actions by regulatory authorities; (f) any significant deviations observed by the Company's quality or compliance functions; and (g) the status of any corrective and preventative action plans initiated by those functions.
22. The Nominating, Corporate Governance and Compliance Committee shall be responsible for reviewing and concurring with the Board on the appointment, replacement, reassignment, or dismissal of the Chief Compliance Officer.

General Matters

23. The Nominating, Corporate Governance and Compliance Committee may form and delegate authority to subcommittees if determined to be necessary or advisable, provided that any subcommittee shall report any actions taken by it to the whole Nominating, Corporate Governance and Compliance Committee at its next regularly scheduled meeting.
24. The Nominating, Corporate Governance and Compliance Committee shall make reports to the Board at its next regularly scheduled meeting following the meeting of the Nominating, Corporate Governance and Compliance Committee accompanied by any recommendation to the Board.
25. The Nominating, Corporate Governance and Compliance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
26. The Nominating, Corporate Governance and Compliance Committee shall annually review its own performance.
27. The Nominating, Corporate Governance and Compliance Committee shall have the authority to engage and obtain advice and assistance from internal or outside legal, accounting, or other advisors and the Company shall provide appropriate funding therefor and for ordinary administrative expenses of the Nominating, Corporate Governance and Compliance Committee, as determined by the Nominating, Corporate Governance and Compliance Committee. Notwithstanding the authority granted above, the Nominating, Corporate Governance and Compliance Committee shall not engage the Company's independent auditors to perform any services without approval of the Audit

Committee.

28. The Nominating, Corporate Governance and Compliance Committee's responsibility shall be one of oversight. It is the responsibility of the Company's management to conduct its business in accordance with applicable laws and regulations. Each member of the Nominating, Corporate Governance and Compliance Committee shall be entitled to rely, to the fullest extent permitted by law, on the integrity of those persons and organizations within and outside the Company from whom he or she receives information, and the accuracy of the information provided to the Nominating, Corporate Governance and Compliance Committee by such persons or organizations.
29. The Nominating, and Compliance Corporate Governance Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.