

ORTHO CLINICAL DIAGNOSTICS HOLDINGS PLC

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

This Nominating and Corporate Governance Committee Charter (this “*Charter*”) was adopted by the Board of Directors (the “*Board*”) of Ortho Clinical Diagnostics Holdings plc (the “*Company*”), effective as of January 27, 2021.

I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) is to identify individuals qualified to become members of the Board consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of shareholders, to develop and recommend to the Board a set of corporate governance guidelines applicable to the Company (the “*Corporate Governance Guidelines*”) and to oversee the evaluation of the Board.

II. COMPOSITION

The Committee shall consist of at least two directors, each of whom shall satisfy the independence requirements of the NASDAQ Stock Market (“*NASDAQ*”), except as otherwise permitted by applicable NASDAQ rules, and meet all other eligibility requirements of applicable laws.

Committee members shall be appointed to and may be removed from the Committee, with or without cause, by the Board. Unless a chair of the Committee (the “*Chair*”) is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. MEETINGS, PROCEDURES AND AUTHORITY

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s Articles of Association (the “*Articles*”) and the U.K. Companies Act 2006, as amended, to the extent that such provisions are applicable to the Committee.

The Chair (or in the Chair’s absence, a member designated by the Chair or, if no such designation is made, a member designated by a majority of the Committee members present) shall preside at each meeting of the Committee. The Committee shall meet periodically as circumstances dictate. Meetings of the Committee may be called by the Chair of the Committee or the Chairman of the Board. The Committee shall establish its own agenda and shall maintain minutes of its meetings.

A majority of the total number of Committee members shall constitute a quorum of the Committee, and the Committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous written consent.

All non-management members of the Board that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company’s management or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any non-management member of the Board that is not a member of the Committee.

The Committee may, in its sole discretion, retain or obtain advice from any search firm to be used to identify director candidates, independent legal counsel or other advisers. The Committee shall be directly responsible for the appointment, compensation and oversight of any search firm, counsel or adviser it retains. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such search firm, counsel or adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Articles and NASDAQ rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request that any officer, employee or advisor of the Company meet with the Committee or any advisers engaged by the Committee.

IV. DUTIES AND RESPONSIBILITIES

1. *Director Nominees.* The Committee shall identify individuals qualified to become members of the Board with the goal of ensuring that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee shall also recommend to the Board the nominees for election to the Board at the next annual meeting of shareholders.

2. *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Corporate Governance Guidelines.

3. *Board Committee Structure and Membership.* The Committee shall annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

4. *Director Resignations.* In accordance with the Corporate Governance Guidelines, the Committee shall review any offer of resignation from the Board by a director who is not designated by and affiliated with The Carlyle Group and shall recommend to the Board whether such offer should be accepted.

5. *Corporate Governance Guidelines.* The Committee shall develop and recommend to the Board the Corporate Governance Guidelines. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

6. *Environmental, Social and Governance Reporting.* To approve on behalf of the Board such standalone environmental, social and governance filings as may by law or regulation have to be approved by the Board. Such approvals to include (but are not limited to) those in respect of the UK Modern Slavery Act, greenhouse gas reporting, and gender reporting.

7. *Succession Planning.* The Committee shall periodically review management development and succession plans for the executive officers, direct reports of the executive officers, and such other officers and employees as the Committee may determine is advisable.

8. *Board Evaluations.* The Committee shall oversee the periodic self-evaluations of the Board.

9. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Articles and the charters of the Company's other committees.

10. *Reports to the Board of Directors.* The Committee shall report regularly to the Board regarding the activities of the Committee.

11. *Committee Self-Evaluation.* The Committee shall periodically perform an evaluation of the performance of the Committee.

12. *Review of this Charter.* The Committee shall annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. DELEGATION OF DUTIES

In fulfilling its responsibilities, the Committee may delegate any or all of its responsibilities to a subcommittee of the Committee.

VI. PRINCIPAL SHAREHOLDERS' AGREEMENT

For so long as that certain principal shareholders' agreement entered into by an affiliate of The Carlyle Group and the Company prior to or as of the date hereof is in effect, this Charter shall be interpreted to be consistent with such agreement.