

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

(As adopted on January 12, 2026)

**PURPOSE**

The purpose of the Nominating and Corporate Governance Committee is to ensure that the board of directors (the “**Board**”) of iRhythm Holdings, Inc. (the “**Corporation**”) is properly constituted to meet its fiduciary obligations to stockholders and the Corporation and that the Corporation has and follows appropriate corporate governance standards. To carry out this purpose, the Nominating and Corporate Governance Committee shall:

- Assist the Board in identifying, considering and recommending candidates for membership on the Board.
- Recommend members for each Board committee.
- Develop, recommend and assist the Board in maintaining corporate governance policies applicable to the Corporation, and any related matters required by applicable securities laws.
- Ensure the evaluation of the Board of the Corporation, as led by Chairman of the Board, occurs annually.
- Advise the Board on other corporate governance matters.
- Oversee the Corporation’s strategies, activities, risks and opportunities related to corporate responsibility and sustainability matters.
- Review and monitor the Corporation’s quality systems and programs and related regulatory compliance.
- Review and monitor key public policy trends, issues, regulatory matters and other concerns that may affect the Corporation.

The Nominating and Corporate Governance Committee has the authority to undertake the specific duties and responsibilities as are enumerated in or consistent with this charter, and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

**COMPOSITION**

1. Membership and Appointment. The Nominating and Corporate Governance Committee shall consist of at least two members of the Board, with the exact number determined by the Board. Members of the Nominating and Corporate Governance Committee will serve at the Board’s discretion. Members of the Nominating and Corporate Governance Committee shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, removal, retirement, disqualification or death. Members of the Nominating and Corporate Governance Committee may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a director from the Board, for whatever reason, will automatically

constitute resignation or removal, as applicable, from the Nominating and Corporate Governance Committee.

2. **Qualifications.** Members of the Nominating and Corporate Governance Committee must meet the following criteria, unless otherwise approved by the Board:
  - The independence requirements of the securities exchange on which the Corporation is listed.
  - Such other qualifications as may be established by the Board from time to time, or as required by applicable law or the rules and regulations of the Securities and Exchange Commission (the “SEC”) or the securities exchange on which the Corporation is listed.
  - Subject to the foregoing, each member of the Nominating and Corporate Governance Committee will automatically cease to be a member if he or she ceases to be an independent director.
3. **Chairperson.** The Board may designate a chairperson of the Nominating and Corporate Governance Committee (the “Chairperson”). In the absence of that designation, the Nominating and Corporate Governance Committee may designate the Chairperson by majority vote of its members, provided that the Board may replace any Chairperson designated by the Nominating and Corporate Governance Committee at any time. The Chairperson will set the agenda for, preside over and conduct the proceedings of the Nominating and Corporate Governance Committee meetings and report regularly to the Board regarding the Nominating and Corporate Governance Committee’s activities.

## **RESPONSIBILITIES**

The following are the principal recurring responsibilities of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board or the Nominating and Corporate Governance Committee deem appropriate. In carrying out its responsibilities, the Nominating and Corporate Governance Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

1. **Board Composition, Evaluation and Nominating Activities.** The Nominating and Corporate Governance Committee shall:
  - Determine and make recommendations to the full Board for its approval, the desired qualifications, qualities, skills and other expertise required to be considered in selecting nominees for director, such as character, professional ethics and integrity, judgment, business acumen, proven achievement and competence in one’s field, the ability to exercise sound business judgment, tenure on the Board and skills that are complementary to the Board, an understanding of the Corporation’s business, an understanding of the responsibilities that are required of a member of the Board, other time commitments, diversity with respect to professional background, education, age and geography, as well as other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on the Board (the “**Director Criteria**”).
  - Evaluate the current size, composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval consistent with the Director Criteria.

- Search for, identify, evaluate and select, or recommend for the selection of the Board, candidates to fill new positions or vacancies on the Board consistent with the Director Criteria, and review any candidates recommended by stockholders, provided such stockholder recommendations are made in compliance with the Corporation’s bylaws and its stockholder nominations and recommendations policies and procedures. The Nominating and Corporate Governance Committee shall select prospective Board members that are of high character and integrity. As stated in the Corporation’s corporate governance guidelines, the Board’s composition should reflect a diversity of background and experience to best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment.
- Evaluate the performance of individual members of the Board eligible for re-election, and select, or recommend for the selection of the Board, the director nominees for election to the Board at the next annual meeting of stockholders or any special meeting of stockholders at which directors are to be elected.
- Consider the Board’s leadership structure, including the separation of the Chairperson and Chief Executive Officer (“CEO”) roles and/or appointment of a lead independent director of the Board, and make such recommendations to the Board with respect thereto as the Nominating and Corporate Governance Committee deems appropriate.
- Develop and review periodically the policies and procedures for considering stockholder nominees for election to the Board.
- Evaluate and recommend termination of membership of individual directors for cause or for other appropriate reasons.
- Evaluate the “independence” of directors and director nominees against the independence requirements of the securities exchange on which the Corporation is listed, applicable rules and regulations promulgated by the SEC and other applicable laws.

2. Board Committees. The Nominating and Corporate Governance Committee shall:

- Review annually the structure and composition of each committee of the Board and make recommendations to the Board for changes to the committees of the Board, including changes in structure, composition or mandate of committees, as well as the creation or dissolution of committees.
- Recommend to the Board persons to be members and chairpersons of the various committees.

3. Corporate Governance. The Nominating and Corporate Governance Committee shall:

- Develop and recommend to the Board a set of policies and corporate governance guidelines applicable to the Corporation.
- Review and assess such policies and corporate governance guidelines and recommend any amendments to the Board, as appropriate.
- Oversee the Corporation’s corporate governance practices, including reviewing and recommending to the Board for approval any changes to the Corporation’s corporate governance framework, including its certificate of incorporation and bylaws.

- Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees, and oversee the conduct of this annual evaluation.
- Support the chairperson of the Board with the process for the evaluation of the performance of the CEO.
- Oversee director orientation, onboarding and continuing education, including compliance training programs for Board members, and evaluate director participation in accordance with applicable listing standards.
- Review any proposals properly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response to each such proposal.
- Review and discuss with management the disclosure regarding the operations of the Nominating and Corporate Governance Committee and other Board committees, director independence and the director nomination process and other corporate governance matters, and recommend that this disclosure be included in the Corporation's proxy statement or annual report on Form 10-K, as applicable.

4. Corporate Responsibility. The Nominating and Corporate Governance Committee shall:

- Develop, recommend to the Board and oversee any of the Corporation's programs relating to corporate responsibility and sustainability, including environmental, social and corporate governance matters. Oversee the Corporation's engagement efforts with stockholders and other key stakeholders, including non-governmental organizations and key environmental, social and governance ratings agencies.
- Review and evaluate trends, opportunities, policies, strategies, programs and the Corporation's performance related to corporate responsibility and sustainability matters.
- Review the Corporation's priority assessments and reports related to corporate responsibility and sustainability matters, and ensure that reporting with respect to both voluntary and involuntary disclosures reflects the Corporation's priorities.
- Review corporate responsibility and sustainability matters that affect or may affect the business, operations and performance of the Corporation, including the Corporation's strategies, initiatives, policies, and performance metrics with respect to such matters.
- Coordinate with the Audit Committee to oversee the Corporation's performance, risks, controls and procedures relating to corporate responsibility and sustainability, including reporting standards and ensure compliance with legal and regulatory requirements, as and when appropriate.
- The Nominating and Corporate Governance Committee shall, at least annually, update the full Board on any programs relating to corporate responsibility and sustainability, including as they affect or may affect the business, operations and performance of the Corporation.

5. Public Policy. The Nominating and Corporate Governance Committee shall review and monitor key public policy trends, issues, regulatory matters and other concerns that may affect the

Corporation's business, strategies, operations, performance or reputation, and oversee its engagement in the public policy process.

6. Stockholder Communications. The Nominating and Corporate Governance Committee shall periodically consider procedures for formal stockholder communications (stockholder proposals, nominations etc.) with members of the Board.
7. Conflicts of Interest. The Nominating and Corporate Governance Committee shall:
  - Review and monitor compliance with the Corporation's code of business conduct and ethics and recommend revisions for approval by the full Board.
  - Consider questions of possible conflicts of interest of Board members and of corporate officers.
  - Review actual and potential conflicts of interest of Board members and corporate officers, other than related party transactions reviewed by the Audit Committee, and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or the taking of a corporate opportunity.
8. CEO and NEO Succession Planning. The Nominating and Corporate Governance Committee shall:
  - Ensure the implementation of any CEO or named executive officer ("NEO") succession plans that are developed by the Board, including plans for interim succession of the CEO or NEOs in the event of an unexpected occurrence.
  - Conduct a periodic search for candidates for the CEO role or for CEO succession candidates.
9. Legal and Regulatory Compliance. While ultimate oversight resides with the Board, the Nominating and Corporate Governance Committee shall monitor and review the Corporation's compliance with applicable laws and regulations.
10. Quality Systems. The Nominating and Corporate Governance Committee shall, at least annually, update the full Board on the Corporation's quality systems and programs and related regulatory compliance, including as they affect or may affect the business, operations and performance of the Corporation.

## **MEETINGS AND PROCEDURES**

1. Meetings.
  - The Nominating and Corporate Governance Committee will set its own schedule of meetings and will meet at least two times per year, with the option of holding additional meetings at such times as it deems necessary or appropriate. A quorum of the Nominating and Corporate Governance Committee for the transaction of business will be a majority of its members. The Chairperson of the Nominating and Corporate Governance Committee shall preside at each meeting. The Chairperson will approve the agenda for the Nominating and Corporate Governance Committee's meetings and any other member may suggest items for consideration. If a Chairperson is not designated or present, an acting chair may be designated by the Nominating and Corporate Governance Committee members present. The Nominating and Corporate Governance Committee may act by written consent (which may include electronic consent) in lieu of a meeting in accordance with the Corporation's bylaws, which shall

constitute a valid action of the Nominating and Corporate Governance Committee if it has been executed by each member of the Nominating and Corporate Governance Committee and shows the date of execution. Any written consent will be effective on the date of the last signature or electronic consent, as the case may be, and will be filed with the minutes of the meetings of the Board.

- The Nominating and Corporate Governance Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.
- The Nominating and Corporate Governance Committee may invite to its meetings any director, officer or employee of the Corporation and such other persons as it deems appropriate in order to carry out its responsibilities. The Nominating and Corporate Governance Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-management directors who are not members of the Nominating and Corporate Governance Committee.

2. Reporting to the Board of Directors. Consistent with this charter, the Nominating and Corporate Governance Committee shall report to the Board regarding its recommendations for director nominees for the next annual meeting of stockholders or any special meeting of stockholders at which directors are to be elected or to fill vacancies or newly created directorships on the Board or committees. In addition, the Nominating and Corporate Governance Committee shall report regularly to the Board (i) following meetings of the Nominating and Corporate Governance Committee, (ii) with respect to its review and assessment of corporate governance matters and such other matters as are relevant to the Nominating and Corporate Governance Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Nominating and Corporate Governance Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairperson or any other member of the Nominating and Corporate Governance Committee designated by the Nominating and Corporate Governance Committee to make such report.

3. Authority to Retain Advisors. The Nominating and Corporate Governance Committee shall have the authority, in its sole discretion, to select and retain any internal or independent counsel, search firms and any other expert consultants or advisors to assist with the execution of its duties and responsibilities as set forth in this charter. The Nominating and Corporate Governance Committee shall set the compensation and oversee the work of any such consultants or advisors. The Corporation will provide appropriate funding, as determined by the Nominating and Corporate Governance Committee, to pay any such search firms or any other outside advisors hired by the Nominating and Corporate Governance Committee and any administrative expenses of the Nominating and Corporate Governance Committee that are necessary or appropriate in carrying out its activities.

4. Subcommittees and Delegation. The Nominating and Corporate Governance Committee may form subcommittees and management committees for any purpose that the Nominating and Corporate Governance Committee deems appropriate and may delegate to such subcommittees and management committees such power and authority as the Nominating and Corporate Governance Committee deems appropriate. If designated, each such subcommittee and management committee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Nominating and Corporate Governance Committee shall not delegate to a subcommittee or management committee any power or authority required by law, regulation or listing standard to be exercised by the Nominating and Corporate Governance Committee as a whole.

5. Committee Charter Review. The Nominating and Corporate Governance Committee shall review and reassess the adequacy of this charter at least annually, including the roles and responsibilities outlined in this charter, and shall submit any recommended changes to the charter to the Board for approval. The Corporation shall make a copy of this charter publicly available on its website and shall disclose how to access the Nominating and Corporate Governance Committee's charter in its proxy statement.
6. Performance Review. At least on an annual basis, the Nominating and Corporate Governance Committee will oversee an annual self-evaluation by the Board, each committee of the Board and each director, and shall present to the Board the results.
7. Compensation. Members of the Nominating and Corporate Governance Committee shall receive such fees, if any, for their service as Nominating and Corporate Governance Committee members as may be determined by the Board (or a committee thereof) in its sole discretion.