

## **Shockwave Medical, Inc.**

### **Nominating and ESG Committee Charter**

Adopted February 4, 2019, as amended through March 29, 2024

#### **Purpose**

The Nominating and ESG Committee (the “**Committee**”) is created by the Board of Directors (the “**Board**”) of Shockwave Medical, Inc. (the “**Company**”) to:

- review and evaluate the size, composition, function and duties of the Board consistent with its needs;
- recommend criteria for the selection of candidates to the Board and its committees, and identify individuals qualified to become Board members consistent with such criteria;
- recommend to the Board director nominees for election at the next annual or special meeting of stockholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- recommend directors for appointment to Board committees;
- make recommendations to the Board as to determinations of director independence;
- oversee the evaluation of the Board and its committees;
- develop and recommend to the Board the Corporate Governance Guidelines;
- oversee compliance with the Corporate Governance Guidelines;
- assist the Board in overseeing the Company’s Environmental, Social and Governance (“**ESG**”) programs;
- advise the Board on corporate governance matters; and
- assist the Board with any related matters required by the federal securities laws.

#### **Membership**

The Committee shall consist of at least three members, comprised solely of directors deemed by the Board to be independent and who meet the independence requirements of The Nasdaq Stock Market LLC (“Nasdaq”). The Committee, in consultation with the chairperson of the Board, shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and shall serve until the earlier of their resignation or removal by the Board in its discretion. The Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee (the “**Chair**”). If the Board does not appoint a Chair, the Committee members may designate a Chair by majority vote.

## Responsibilities

The Committee is responsible for the following matters:

### *Board/Committee Nominees*

- The Committee shall oversee searches for and identify qualified individuals for membership on the Board.
- The Committee shall recommend to the Board criteria for Board and Board committee membership and shall recommend individuals for membership on the Board and its committees. In making its recommendations for Board and committee membership, the Committee shall:
  - review and assess and make recommendations to the full Board regarding desired qualifications, expertise and characteristics sought of Board members, which assessment may include numerous factors, 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, skills that are complementary to the Board, and an understanding of the Company's business;
  - review candidates' qualifications for membership on the Board or a committee of the Board (including making a specific determination as to the independence of each candidate) based on the criteria approved by the Board (and taking into account the enhanced independence, financial literacy and financial expertise standards that may be required under applicable law, regulations of the SEC, or Nasdaq rules for audit committees or other committee membership purposes);
  - oversee inquiries into the backgrounds and qualifications of potential candidates for membership on the Board;
  - in evaluating current directors for re-nomination to the Board or re-appointment to any Board committees, assess the performance of such directors;
  - periodically review the size, structure and composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity (including with respect to diversity of viewpoints, race, ethnicity, gender and sexual orientation), age, skills, background and experience;
  - periodically review, as appropriate, the service of all directors on the boards of other public companies with consideration to the substantial time commitment required of directors and make such recommendations to the Board as it may deem advisable;
  - consider rotation of committee members and committee chairs, as appropriate;
  - consider any other factors that are set forth in the Company's Corporate Governance Guidelines or are deemed appropriate by the Committee or the Board; and

- consider nominations properly submitted by the Company's stockholders in accordance with the procedures set forth in the Company's certificate of incorporation or bylaws or determined by the Committee from time to time, and recommend for the Board's selection all nominees to become members of the Board by appointment or to be proposed by the Board for election by the stockholders.

#### *Evaluating the Board and its Committees*

At least annually, the Committee shall lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.

#### *Corporate Governance Matters*

- The Committee shall develop and recommend to the Board the Corporate Governance Guidelines for the Company. At least annually, the Committee shall review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board.
- The Committee shall be responsible for any tasks assigned to it in the Company's Corporate Governance Guidelines.
- The Committee shall oversee compliance with the Company's Corporate Governance Guidelines and report on such compliance to the Board.
- The Committee shall review and consider any requests for waivers of the Company's Corporate Governance Guidelines for the Company's directors, executive officers, and other senior financial officers, and shall make a recommendation to the Board with respect to such request for a waiver ESG and Public Affairs
- The Committee shall: (a) oversee the Company's ESG program, initiatives, controls, procedures and related risks; (b) periodically review and assess the Company's ESG performance, strategy, practices, and policies, and,

if appropriate, make recommendations to the Board concerning the same; and (c) monitor the Company's progress towards its ESG goals.

- The Committee shall discuss with and provide guidance and recommendations to management on the strategic direction of the Company's ESG programs.
- The Committee shall periodically review and assess the Company's external communications and disclosures related to ESG matters.
- The Committee shall oversee the Company's engagement efforts with stockholders and other key stakeholders, including non-governmental organizations and key environmental, social and governance ratings agencies.

#### *Director Orientation and Continuing Education*

The Committee shall oversee an orientation and continuing education program for directors meeting the requirements set forth in the Company's Corporate Governance Guidelines.

#### *Management Succession*

The Committee shall, in consultation with the Company's Chief Executive Officer, periodically review the Company's management succession planning, including policies for Chief Executive Officer selection and succession in the event of the incapacitation, retirement or removal of the Chief Executive Officer, and evaluations of, and development plans for, any potential successors to the Chief Executive Officer.

#### *Reporting to the Board*

- The Committee shall report to the Board periodically.
- At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
- The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

#### *Other Matters*

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

**Authority and Delegations**

The Committee has the sole authority to retain and terminate any advisers, including search firms to identify director candidates, and legal counsel, including sole authority to approve all such advisers' fees and other retention terms. The Company must provide appropriate funding, as determined by the Committee, for the payment of compensation to any advisers engaged by the Committee pursuant to this paragraph and for ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions. The Committee may delegate its authority to subcommittees or the Chair when it deems it to be appropriate and in the best interests of the Company.

**Procedures**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chair, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter. 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 bylaws that are applicable to the Committee. The Committee may invite to its meetings other Board members, Company management and such other persons as the Committee deems appropriate in order to carry out its responsibilities.