

MEDPACE HOLDINGS, INC.
NOMINATING AND GOVERNANCE
COMMITTEE CHARTER

(Reviewed July 19, 2024)

I. Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) is to (1) assist the Board in identifying individuals qualified to become Board members, consistent with the qualification standards and additional selection criteria set forth in the Company’s Corporate Governance Guidelines; (2) recommend to the Board the director nominees for the next annual meeting of stockholders and the individuals to fill vacancies occurring between annual meetings of stockholders; (3) recommend to the Board matters of corporate governance, including periodic review of the Company’s Corporate Governance Guidelines; and (4) recommend to the Board director nominees for each committee.

II. Composition

The Committee shall consist of such number of directors as the Board shall from time to time determine. Each Committee member must satisfy the independence requirements of the Nasdaq Stock Market LLC (the “Nasdaq”), except as otherwise permitted by applicable Nasdaq rules, and meet all other eligibility requirements of applicable laws. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a 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 shall meet as often as necessary to carry out its responsibilities. 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, in its sole discretion, retain or obtain advice from consultants, legal counsel or other advisers (independent or otherwise) that the Committee believes to be necessary or appropriate. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any 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 Company’s bylaws and applicable Nasdaq rules.

IV. Duties and Responsibilities

1. *Selection of Director Nominees.* The Committee shall be responsible for identifying individuals qualified to become Board members, consistent with the qualification standards and additional selection criteria set forth in the Company's Corporate Governance Guidelines. Additionally, the Committee shall recommend to the Board the director nominees for the next annual meeting of stockholders and the individuals to fill vacancies occurring between annual meetings of stockholders.

2. *Qualification Standards and Additional Selection Criteria.* The qualification standards and additional selection criteria to be used by the Committee in recommending director nominees to the Board are set forth in the Company's Corporate Governance Guidelines. The Committee shall be responsible for reviewing the qualification standards and additional selection criteria periodically. Additionally, the Committee shall review the qualification standards and additional selection criteria periodically with the Board.

3. *Review of Corporate Governance Guidelines.* The Committee shall periodically review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.

4. *Selection of Board Committee Members and Oversight of Board Committees.* The Committee shall be responsible for recommending to the Board director nominees for each committee of the Board. Additionally, the Committee shall periodically review the composition of each Board committee and make recommendations to the Board of any changes to committee membership.

5. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

6. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.

7. *Review of this Charter.* The Committee must 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 has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.