



**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**  
**(Amended and Restated Effective August 8, 2024)**

**1. Purpose.**

The Nominating and Corporate Governance Committee (the "**Committee**") is a committee of the Board of Directors (the "**Board**") of Delcath Systems, Inc. (the "**Company**"). The purpose of the Committee is to provide assistance to the Board with respect to the following:

- (i) **Governance.** Oversee the evaluation of the Board and Company management. Establish appropriate standards for the corporate governance of the Company and the operations of the Board. Develop and administer a set of corporate governance guidelines for the Company and monitor compliance with such guidelines.
- (ii) **Board membership and other matters.** Establish appropriate criteria and qualifications for membership on the Board. Identify and recruit individuals qualified to become Board members consistent with criteria approved by the Board. Recommend to the Board the director nominees for each annual meeting of stockholders as well as any nominees to fill any vacancies that may occur between meetings of stockholders.
- (iii) **Risk oversight.** Review the Company's compliance and performance against relevant risk measures. Consider the succession plan for the CEO and the Company's senior officers.
- (iv) **Self-evaluation and other committee matters.** Annually conduct a self-evaluation of the Committee's performance and effectiveness.

In carrying out its functions, the Committee has the authority to perform the specific functions described in Section 5 hereof and shall have such other duties and responsibilities delegated to the Committee by the Executive Committee of the Board or the Board.

**2. Membership.**

The Committee shall be comprised of at least three members of the Board, each of whom shall meet the independence requirements of the Company's Corporate Governance Guidelines and the Listing Rules of the Nasdaq Stock Market LLC. The Board will appoint a Chair of the Committee. In the absence of that designation, the Committee may designate the Committee Chair by majority vote of the Committee members, provided that the Board may replace the Committee Chair designated by the Committee at any time. The members of the Committee shall be appointed by the Board and may be replaced and/or removed by the Board in its sole discretion with or without cause. Any Committee member may resign effective upon giving oral or written notice to the Committee Chair, the Company's Secretary or the Board (unless the notice specifies a later time for the effectiveness of such resignation). Vacancies occurring on the Committee shall be filled by the Board.

The Committee is responsible for considering questions of independence and possible conflicts of interest of members of the Board and executive officers, including as they relate to directorships at other public companies, and will review any outside directorships in other public companies held by any executive officer of the Company. The Committee may form and delegate any or all of its authority to subcommittees, as appropriate, except when authority is required by law, regulation or listing standard to be exercised by the Committee as a whole.

### 3. Meetings.

Meetings may be held in person, telephonically or by video conferencing. Committee members will strive to be present at all meetings of the Committee. The Committee shall meet as needed, but not less than two times each year, as determined by the Committee Chair, in consultation with the Committee members and members of management. The Committee Chair shall preside at each meeting (or, if absent, a designee member of the Committee) and shall report on the activities of the Committee to the Board. Minutes shall be kept of each meeting of the Committee, which minutes will be filed with the minutes of the meetings of the Board. A quorum of the Committee for the transaction of business will be a majority of its members. If a quorum is present, a majority of the members of the Committee attending that meeting shall be empowered to act on behalf of the Committee. Further, the Committee Chair will report regularly to the Board on Committee actions and on the fulfillment of the Committee's duties under its charter, including following meetings and written resolutions of the Committee.

The operations of the Committee shall be subject to the provisions of the Company's Certificate of Incorporation and By-laws, as each shall be in effect from time to time. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter; (b) any provision of the Company's Certificate of Incorporation or By-laws, or (c) Delaware or any other applicable law. In the event that there are equal votes on a matter, the Committee Chair will have the tie-breaking vote.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may request any officer or employee of the Company, the Company's outside counsel or other advisors, and such other persons as it deems appropriate in order to carry out its responsibilities, to attend a Committee meeting. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

### 4. Additional Role of the Committee Chair.

The Chair of the Committee will preside over meetings of the Board when the Chair of the Board is not present. The Committee Chair shall have delegated authority to act on behalf of the Committee in connection with (a) the negotiation and execution of engagement letters of outside consultants, legal counsel or other advisers to be retained by the Committee and (b) as may otherwise be determined by the Committee.

### 5. Authority and Responsibilities of the Committee.

In carrying out the Purpose set forth in Section 1 hereof, the Committee will have the following authority and responsibilities:

#### A. Governance

- (1) **Principles.** Develop and recommend to the Board a set of corporate governance principles (which address oversight of the evaluation of management) and periodically review such principles and recommend any proposed changes to the Board for approval.
- (2) **Performance.** Oversee the **annual** evaluation of the performance of the Board and its other committees including ensuring that each committee is conducting an annual self-evaluation of such committee's performance, review such evaluations and consider any recommendations for proposed changes to the Board stemming from such evaluations.

- (3) **Committee charter reviews.** Review, at least **annually**, any proposed changes to any committee charter and recommend changes to the Board as appropriate.
- (4) **Advisory vote.** Recommend to the Board the frequency of the Company's stockholders advisory vote on executive compensation.

**B. Board Membership and Other Matters**

- (1) **Selection criteria.** Establish, and review on a continuing basis, the criteria for selecting director nominees. The criteria for selecting directors (also known as the 5Cs) include factors such as: (a) fit relative to the *composition* of the current Board,
  - (b) *competencies* (including skills, expertise, experience, independence, multiplicity of viewpoints), (c) *connections* to stakeholders and value-added contacts, (d) ability to attract *capital/investors* and (e) *character* (including ethics, work ethic, personal interests and personality). Relevant areas of expertise include finance, audit/compliance, clinical affairs, regulatory affairs, medical science, marketing, manufacturing, technology, and any other domains that fit the business needs of the Company.
- (2) **Director nominations.** Establish the process for director nominations and identify and recommend director nominees for election to the Board of Directors. Conduct appropriate inquiries into the background and qualifications of possible Board candidates. Evaluate each director's individual performance when considering whether to re-nominate the director for re-election to the Board. If the Company is legally required by contract or otherwise to provide third parties with the ability to designate directors, the selection and nomination of such directors need not be subject to the process set forth herein. Review director candidates recommended by the Company's stockholders.
- (3) **Review board and committee operations.** Review and make recommendations to the Board concerning the operation of the Board and its committees, including the frequency and format of meetings, and concerning the size, structure, composition of the Board and its committees.
- (4) **Tenure/retirement policies.** Review and recommend to the Board policies relating to tenure and retirement of directors.
- (5) **Committee recommendations.** Recommend committee structure, membership and leadership.
- (6) **Education.** Oversee orientation for new directors and continuing educational opportunities for current directors to assist them in performing their responsibilities as directors.
- (7) **Stockholder Proposals.** Review annually any stockholder proposals submitted for inclusion in the Company's proxy statement and recommend to the Board any statements by the Company in response. Consider stockholder nominees for election to the Board at the Company's annual meeting of stockholders.
- (8) **Certificate of Incorporation and By-laws.** Review the adequacy of the Certificate of Incorporation and By-laws of the Company and recommend to the Board, as

conditions dictate, proposed amendments to the Certificate of Incorporation and By-Laws.

### **C. Risk Oversight**

- (1) **Management succession planning.** In conjunction with the Compensation Committee, consider and make recommendations to the Board with respect to the succession plan for the CEO and the Company's senior officers who report directly to the CEO.
- (2) **Cybersecurity and technology.** With the assistance of the Company's most senior information technology ("IT") manager or executive, review **annually** the cyber and data security risks of the Company's overall IT environment. Specific elements of the overall environment could include devices, IT systems, websites, social media accounts, manufacturing technology/systems and suppliers/vendors. The review should include (a) material changes to policies, procedures, employee training and elements of the overall environment and (b) an update on emerging cyber threats and (c) the Company's internal controls and disclosure controls and procedures relating to cybersecurity incidents.

### **D. Self-Evaluation and Other Committee Matters**

- (1) **Actions and recommendations.** Report the actions of the Committee and any recommendations to the Board.
- (2) **Self-evaluation.** Annually conduct a self-evaluation of the Committee's performance and effectiveness and report the results to the Board.
- (3) **Charter.** Review at least annually the adequacy of the Charter and recommend any proposed changes to the Board.
- (4) **Authority to appoint advisors.** The Committee shall have authority to retain such search firms, outside counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.
- (5) **Access to Company Resources.** Committee members shall have full access to all books, records, facilities and personnel of the Company as the Committee deems appropriate in order to carry out its responsibilities.