

DAVION HEALTHCARE PLC

Nomination & Corporate Governance Committee Charter

I. Purpose

The Nomination Committee (the “Committee”) is established by the Board of Directors (the “Board”) of Davion Healthcare Plc (the “Company”) to assist the Board in identifying, evaluating, and recommending qualified candidates for appointment or election to the Board. The Committee is responsible for ensuring that the Board comprises individuals with the appropriate balance of skills, experience, independence, and diversity to effectively oversee the Company’s affairs.

II. Membership

1. The Committee shall consist of **three independent directors**, each meeting the independence standards of The Nasdaq Stock Market LLC (“NASDAQ”) and applicable SEC rules.
 2. The **Chairman of the Committee** shall be appointed by the Board and shall be an independent director.
 3. Members of the Committee shall be appointed and may be removed by the Board.
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III. Authority

The Committee shall have authority to:

- Identify and recommend candidates for appointment to the Board of Directors;
 - Recommend to the Board the re-election or retirement of existing directors;
 - Establish and apply criteria for Board membership, operating flexibly rather than by rigid formula;
 - Retain and obtain advice from external search firms, legal counsel, or other advisers as necessary, with all costs borne by the Company.
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IV. Responsibilities

The Committee shall:

1. **Board Composition**
 - Regularly review the structure, size, and composition of the Board.
 - Recommend changes as appropriate to ensure the Board maintains the necessary balance of skills, experience, and independence.
 2. **Director Selection**
 - Identify individuals qualified to become directors and recommend nominees to the Board for approval.
 - Consider candidates suggested by shareholders, management, or directors.
 3. **Diversity Commitment**
 - Ensure that, when recommending candidates for appointment, due consideration is given to diversity of skills, background, gender, and international experience, in order to strengthen Board effectiveness.
 4. **Governance Matters**
 - Address governance issues relating to Board nominations, including independence standards and director eligibility, as may be required by NASDAQ or SEC rules.
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V. Meetings

1. The Committee shall meet at least **twice annually** and at such other times as the Committee Chair deems necessary.
 2. Meetings may be held in person, telephonically, or electronically.
 3. A quorum shall consist of a majority of the members.
 4. Minutes of all meetings shall be prepared and maintained as part of the Company's corporate records.
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VI. Reporting

The Committee shall report to the Board **only when nomination or governance matters are under consideration**.

VII. Amendments

This Charter may be amended or restated at any time by resolution of the Board of Directors.

VIII. Adoption

This Nomination Committee Charter was approved and adopted by the Board of Directors of Davion Healthcare Plc on the date below.

/s/ Jack Kaye

Jack Kaye
Chief Executive Officer

12th September 2025