

LUMEXA IMAGING HOLDINGS, INC.

CORPORATE GOVERNANCE GUIDELINES

(Adopted by the Board of Directors effective December 9, 2025)

The board of directors of Lumexa Imaging Holdings, Inc. (the “**Board**,” and such company together with its subsidiaries and consolidated affiliates, the “**Company**”) has adopted these Corporate Governance Guidelines (the “**Guidelines**”) to set forth certain practices to assist the Board in fulfilling its responsibilities. The Guidelines reflect the Board’s commitment to monitor the effectiveness of policy and decision making at the Board and management levels, with a view to enhancing stockholder value over the long term. The Guidelines also assure that the Board will have the necessary authority and practices in place to review and evaluate the Company’s business operations as needed and to make decisions that are independent of the Company’s management. The Guidelines are subject to modification from time to time as the Board may deem necessary or advisable.

Board Composition

Responsibilities. The Board is elected by the stockholders to oversee the Company’s management and ensure that the long-term interests of the stockholders are served. The Board is the ultimate decision-making authority within the Company, except with respect to those matters, including the election of directors, that are reserved for the Company’s stockholders. Each director is expected to discharge his or her duties in good faith and in a manner the director reasonably believes are in the best interests of the Company.

Board Size. The size of the Board shall be determined in accordance with the Company’s Amended and Restated Certificate of Incorporation, as may be amended from time to time (the “**Certificate of Incorporation**”) and the Company’s Amended and Restated Bylaws, as may be amended from time to time (the “**Bylaws**”), subject, to the extent applicable and permitted under applicable law, to the Company’s Stockholders Agreement, dated as of December 12, 2025 (as the same may be amended from time to time, the “**Stockholders Agreement**”). The manner of election, terms of office and other provisions related to directors shall be as provided in the Certificate of Incorporation and the Bylaws and, to the extent applicable and permitted under applicable law, the Stockholders Agreement. The Board will periodically review the size of the Board and determine the size that is most effective in relation to its future operations.

Selection of Director Candidates. The Board is responsible for nominating candidates for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. The Nominating and Corporate Governance Committee is responsible for identifying, recruiting, screening, interviewing and recommending director candidates to the full Board, taking into consideration the needs of the Board and the qualifications of the candidates. The Board, based on the recommendation of the Nominating and Corporate Governance Committee, will review each director’s continuation on the Board in connection with the director’s re-election. The Company’s stockholders may recommend nominees for

consideration by the Nominating and Corporate Governance Committee by submitting the names and supporting information in accordance with the procedures set forth in the Bylaws. To the extent permitted under applicable law, candidates for the Board shall also be selected in accordance with the Stockholders Agreement.

Board Membership Criteria. In evaluating the suitability of director candidates and when considering whether to nominate a director for re-election as appropriate, the Nominating and Corporate Governance Committee and the Board take into account many factors as approved by the Board from time to time, such as general understanding of various business disciplines (e.g., marketing, finance, etc.), the Company’s business and industry, educational and professional background, analytical ability, independence, diversity of experience, viewpoints and backgrounds, willingness to devote adequate time to Board duties, ability to act in and represent the balanced best interests of the Company and its stockholders as a whole, rather than special constituencies, and candor toward other directors, management and professionals retained by the Company, the Board or its committees. The Board evaluates each candidate in the context of Board composition as a whole with the objective of retaining a group that is best equipped to help ensure the Company’s success and represent stockholder interests through sound judgment.

Independent Directors. It is the policy of the Board, consistent with Nasdaq listing standards, that at least a majority of the Board shall be comprised of independent directors. The Board shall determine on an annual basis whether each director qualifies as an “independent director” pursuant to Nasdaq listing standards. Each independent director is expected to promptly disclose to the Board any existing or proposed relationships or transactions that could impact his or her independence.

Retirement Age and Tenure Policy. The Board does not believe it should limit the number of terms an individual may serve as a director or that a fixed retirement age for directors is appropriate. Directors who have served on the Board for an extended time period are often able to provide valuable contributions and insight into the Company’s operations based on their experience with, and understanding of, the Company’s business, history and objectives.

Board Leadership. The Board will determine its leadership structure in a manner that it determines to be in the best interests of the Company and its stockholders. The Board will conduct an annual assessment of its leadership structure to determine that the leadership structure is the most appropriate for the Company at the time. The Board anticipates that the Company’s Chief Executive Officer (the “CEO”) will be nominated to serve on the Board. The Board does not require the separation of the offices of the Chair of the Board and the CEO. The Board is free to choose its Chair of the Board in any way that it deems best for the Company at the time. The position of Chair of the Board is not an officer position of the Company.

The Chair of the Board, among other things:

- presides at, and chairs, Board meetings and meetings of stockholders;
- establishes agendas for each Board meeting in consultation with the chairs of applicable committees of the Board;

- if an independent director, leads executive sessions of the Board;
- has authority to call Board meetings;
- approves meeting schedules for the Board;
- approves information sent to the Board;
- if requested by major stockholders, will be available for consultation and direct communication as directed by the Board; and
- performs such other duties and responsibilities as requested by the Board.

However, if the Chair of the Board is not independent, the independent directors of the Board shall elect a Lead Independent Director who shall:

- serve as a liaison between the Chair of the Board and the independent directors;
- lead executive sessions of the Board;
- have authority to call meetings of the independent directors;
- lead the Board in discussions concerning the CEO's performance and CEO succession;
- approve meeting agendas and meeting schedules for the Board;
- approve information sent to the Board;
- if requested by major stockholders, be available for consultation and direct communication as directed by the Board; and
- perform such other duties and responsibilities as requested by the Board.

The Lead Independent Director shall chair Board meetings and meetings of the Company's stockholders in the absence of the Chair of the Board.

Director Service on Other Boards. The Company's CEO may only serve on one other board of directors of a public company in addition to the Board (two public company boards in total). All other directors may only serve on three other public company boards in addition to the Board (four public company boards in total). Given the significant time and attention required for service on the Board, all directors should obtain Board approval prior to agreeing to serve on the board of directors of any other public or for-profit company.

Significant Change in Personal Circumstances and Other Matters. A director who has a material change in his or her principal occupation, principal business affiliations or health shall promptly report such material change to the chair of the Nominating and Corporate Governance Committee.

Conflicts of Interest. In addition to complying with these Guidelines, all directors must comply with all relevant Company policies including the Company’s Code of Business Conduct and Ethics and its Conflicts of Interest section. Each director is expected to disclose any existing or proposed relationships or transactions that involve or could give rise to a conflict of interest in accordance with the terms of the Company’s Code of Business Conduct and Ethics and its Conflicts of Interest provision. A director shall recuse himself or herself from Board or committee information, discussion or voting related to a particular matter if requested to do so by the Board on account of an actual, apparent or potential conflict of interest involving such director.

Many conflicts can be managed appropriately through recusal from related information, discussions and voting. If, however, a significant conflict of interest involving a director cannot be resolved to the satisfaction of the Board after discussion with appropriate legal counsel, then the director having such conflict shall promptly tender (or offer to tender) his or her resignation from the Board. The Nominating and Corporate Governance Committee shall then review the appropriateness of that director’s continued service on the Board in light of the conflict and make a recommendation to the Board as to whether the resignation should be accepted.

Board Meetings; Involvement of Senior Management

Board Meetings—General. The Bylaws provide rules applicable to meetings and actions of the Board and its committees, including provisions governing notice of meetings and waiver thereof, the number of directors required to take action at meetings or by written consent, and other related matters. The Board shall hold meetings at least quarterly. Additional meetings may be scheduled as necessary or as appropriate. The Chair of the Board sets the agenda for each Board meeting in consultation with the CEO, if separate, and subject to the approval of the Lead Independent Director, if any, and the CEO as appropriate and distributes it to all the directors in advance. The Chair of the Board shall, as appropriate, solicit suggestions from other directors as to agenda items for Board meetings.

Director Attendance. Directors are expected to attend all regularly scheduled Board meetings and meetings of the committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Directors may participate in meetings of the Board or committees of the Board by means of telephone conference or similar communications equipment pursuant to which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting. On a rare occasion when a director is unable to attend a regularly scheduled meeting the director should notify the Chair of the Board in advance and explain the reason for the absence. Special meetings of the Board and its committees may be necessary from time to time on relatively short notice. Directors should use their best efforts to attend all such meetings and let the Chair know in advance if they are unable to attend. Directors who attend fewer than 75% of regular and special meetings combined will be contacted by the Chair (or Lead Independent Director, if any) to discuss the circumstances and whether continued Board service is appropriate. Each director is also expected to attend the Company’s annual meeting of stockholders.

Advance Distribution of Materials; Review by Directors. Information regarding the topics to be considered at a meeting is essential to the Board’s understanding of the business and the preparation of the Directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to review all material provided in advance prior to such meetings to facilitate the use of meeting time for discussion and deliberation.

Access to Employees; Independent Advisors. The Company’s management will afford each Director full access to the Company’s management and employees. Directors shall notify the CEO in advance of contacting any employee and shall use judgment to ensure that any such contact is not unduly disruptive to the business of the Company. With the approval of the Chair of the Board, management may invite Company personnel to Board meetings (i) at which their presence and expertise would help the Board have a full understanding of matters being considered or (ii) who have future potential such that management believes the Board should have greater exposure to the individual. In addition, the Board and its committees have access to, and authority to engage, at the Company’s expense, independent financial, legal, accounting and other advisors. As with all decisions, the Board and its committees will use their informed business judgment in retaining and providing oversight of outside advisors.

Executive Sessions. Each regular meeting of the Board shall include an executive session at which only independent directors, as defined under the Nasdaq listing standards, are present, presided over by the Chair of the Board, if an independent director, or, in the absence of an independent Chair, the Lead Independent Director. These executive sessions may include such topics as the independent directors determine. During these executive sessions, the independent directors shall have access to members of management and other guests as they may determine.

Director Orientation and Continuing Education. The Nominating and Corporate Governance Committee is responsible for developing and overseeing an orientation program for new directors to familiarize such directors with, among other things, the Company’s business and corporate governance. In addition, each director is encouraged to participate in continuing education to maintain expertise to perform his or her responsibilities as a Director.

Performance Evaluations and Succession Planning

Board Evaluation. The Board evaluates its performance and the performance of its committees and individual directors on an annual basis through an evaluation process administered by the Nominating and Corporate Governance Committee. The Board should discuss each evaluation to determine what, if any, actions should be taken to improve the effectiveness of the Board or any committee thereof or directors.

CEO Evaluation. The Compensation Committee conducts a review at least annually of the performance of the CEO. The Compensation Committee establishes the evaluation process and determines the criteria by which the CEO is evaluated. The results of this review are communicated to the CEO.

Management Succession Planning. As part of the annual executive officer evaluation process, the Nominating and Corporate Governance Committee works with the CEO to plan for the succession of the CEO and other senior executive officers, as well as to develop plans for interim or emergency succession for the CEO and other senior executive officers in the event of retirement or an unexpected occurrence. Management succession planning may be reviewed more frequently by the Board as it deems warranted.

Compensation

Board Compensation Review. The Compensation Committee reviews and reports to the Board as to how the Company's director compensation practices compare with those of other comparable companies. The Board determines its director compensation practices after the Compensation Committee completes this review. It is the general policy of the Board that Board compensation should be a mix of cash and equity-based compensation. Directors who are also members of management will receive no additional compensation for their service as directors.

Committees

Number and Type of Committees. The Board has five standing committees—an Audit Committee, a Compensation Committee, a Nominating and Corporate Governance Committee, a Technology Committee and a Patient Safety and Quality of Care Committee. The Board may add new committees or disband existing committees as it deems advisable, subject to the Bylaws, applicable laws and Nasdaq listing standards. All committees report on their activities to the Board. The composition, duties and responsibilities of each committee are set forth in a committee charter approved by the Board. Committee duties are described briefly as follows:

- **Audit Committee.** The Audit Committee oversees the Company's accounting and audit processes. The committee is directly responsible for the appointment, compensation, retention, and oversight of the Company's independent auditors. The Audit Committee assists the Board in fulfilling its oversight responsibilities with respect to the Company's risk management processes.
- **Compensation Committee.** The Compensation Committee (i) discharges the Board's responsibilities relating to compensation of the Company's executive officers and (ii) reviews and recommends to the Board compensation plans, policies and programs intended to attract, retain and appropriately reward employees.
- **Nominating and Corporate Governance Committee.** The Nominating and Corporate Governance Committee is responsible for identifying, evaluating, and recommending to the Board individuals qualified to be directors of the Company. It is also responsible for developing and recommending to the Board policies and practices with respect to corporate governance.
- **Technology Committee.** The Technology Committee is responsible for reviewing the Company's policies, procedures and strategy with respect to technology, security and related matters. It is also responsible for evaluating technological security, threats and

risks affecting the Company and reviewing the Company's policies with respect to risk assessment and risk management.

- **Patient Safety and Quality of Care Committee.** The Patient Safety and Quality of Care Committee is responsible for assessing the Company's quality, safety, clinical risk and clinical services improvement strategies and operations. It is also responsible for evaluating the policies and procedures developed by us to promote quality patient care and patient safety.

Composition of Committees; Committee Chairs. The Board appoints committee members and committee chairs, taking into consideration any recommendations of the Nominating and Corporate Governance Committee (or as otherwise set forth in the Bylaws) and subject to applicable laws and rules and regulations of Nasdaq and the U.S. Securities and Exchange Commission. The Board considers the rotation of committee members and committee chairs from time to time and makes adjustments as it deems necessary or advisable. The chair of each committee convenes, sets the meeting agenda and presides over meetings of the committee.

Agenda, Frequency, Length and Reports of Committee Meetings, and Attendance at Committee Meetings. The chair of each committee shall approve the agenda, length of and attendance at each committee meeting and shall determine the frequency of meetings. Materials related to agenda items shall be given to the committee members sufficiently in advance to allow the members to prepare for discussing the items at the meeting. A director may attend meetings as an observer (without having a vote or affecting the presence or absence of a quorum) of any committee of which the director is not a member, but is not permitted to participate in committee discussions, unless the relevant committee chair determines otherwise in his or her discretion nor is the non-committee member permitted to attend executive sessions of any such committee. In addition, a committee chair may exclude any director from a committee meeting if the committee chair determines in his or her sole discretion that the director has an actual, apparent or potential conflict of interest in the matter under discussion. A director who attends a meeting of a committee of which the director is not a member will not be compensated or otherwise reimbursed with respect to his or her attendance at that meeting, unless otherwise determined by the Board. The committee chairs shall report a summary of their meeting to the Board following each regular committee meeting.

Delegation. Each Board committee may delegate any of its duties and responsibilities to a subcommittee comprised of one or more committee members unless otherwise prohibited by applicable laws or listing standards. Each subcommittee shall provide a written or oral report to the relevant committee regarding any activities undertaken pursuant to such delegation.

Communications

Board Interaction with Third Parties. As a general matter, the CEO (and senior executives to whom the CEO further delegates) has been given authority by the Board to speak for the Company on most matters related to Company performance, operations and strategy. The CEO may further delegate such authority to senior executives at the CEO's discretion. Directors should refer inquiries from investors, analysts, the press, customers, suppliers and others outside the Company to the CEO or his or her designee. The Chair of the Board (or the Lead

Independent Director, if any) may make statements from time to time as directed by the Board. The Board may also designate other directors to participate in and lead particular communication efforts. Individual directors may only speak with investors, analysts, the press, customers, suppliers and others outside the Company about the Company if expressly authorized by the Board and in accordance with the policies of the Company.

Stockholder Access to Directors. Stockholders shall have reasonable access to directors at annual meetings of stockholders and an opportunity to communicate directly with directors on appropriate matters. The Board welcomes feedback from stockholders and will generally respond, or cause the Company to respond, in writing to bona fide communications from stockholders addressed to one or more members of the Board. Stockholders and other interested parties may communicate with the Board or any of its committees or directors by writing to the Chair of the Board (or the Lead Independent Director, if any).

Confidentiality. The proper functioning of the Board requires a candid and open exchange of information, ideas and opinions among directors in an atmosphere of trust, confidence and mutual respect. Directors have an affirmative duty to protect and hold confidential all non-public information (whether or not material to the Company) entrusted or obtained by a director by reason of his or her position as a director of the Company. Accordingly:

- no director shall use Confidential Information for his or her own personal benefit or to benefit persons or entities outside the Company; and
- no director shall disclose Confidential Information to any person or entity outside the Company (which prohibits a director designated by any other person or entity from disclosing Confidential Information to such person or entity), either during or after his or her service as a director of the Company, except with express prior authorization of the Company's Chief Legal Officer, or the Company's Chief Financial Officer in the absence of a Chief Legal Officer (the "**Responsible Officer**"), or the Chair of the Board, as may be otherwise required by law (in which event a director shall promptly advise the applicable Responsible Officer and the Chair of the Board of such anticipated disclosure and take all reasonable steps to minimize the disclosure of such Confidential Information), or with respect to legally protected communications or disclosures made to a governmental agency or regulatory entity (provided that he or she advises such governmental agency or regulatory entity of the confidential nature of the information provided). In considering whether to permit a director to share Confidential Information, the applicable Responsible Officer or the Chair of the Board may consider, among other things, whether sharing the information would give rise to a conflict and/or potential harm, including whether the information is protected by attorney-client privilege.

For purposes of these Guidelines, "Confidential Information" includes, but is not limited to:

- information regarding Board and committee meetings, discussions, deliberations and decisions;

- information received from or relating to third parties with which the Company has or is contemplating a relationship, such as current or potential customers, operators, suppliers or strategic partners;
- information, documents or other materials received pursuant to a confidentiality agreement, non-disclosure agreement or other agreement that includes confidentiality or non-disclosure obligations that relate to such information, documents or other materials;
- technology, products, concepts, valuable ideas, trade secrets, technical information, strategies, business and product plans;
- customer information;
- employee information; and
- information that might be of use to competitors or harmful to the Company, its customers, suppliers or other stakeholders if disclosed.

Review of Governance Policies

These Guidelines shall be reviewed periodically by the Nominating and Corporate Governance Committee, and the Board will consider appropriate changes to these Guidelines based on recommendations from the Nominating and Corporate Governance Committee.