

COMPENSATION, NOMINATING AND GOVERNANCE COMMITTEE CHARTER

(Adopted as of [●], 2024)

This Compensation, Nominating and Governance Committee Charter (this "Charter") governs the operations of the Compensation, Nominating and Governance Committee (the "Committee") of the Board of Managers of Agiliti Parent GP, LLC, (the "GP Board"), the general partner of Agiliti Parent, L.P. and the Boards of Directors of Apex Topco Holdings, Inc., Apex Intermediate Holdco, Inc., Agiliti, Inc. (the "Company"), Federal Street Acquisition Corp., Agiliti Holdco, Inc. and Agiliti Health, Inc. (together with the GP Board and the Board of Managers of the Company, the "Board").

I. General Purpose

To (i) review and monitor compensation arrangements so that the Company and its subsidiaries continue to retain, attract and motivate quality management consistent with the investment rationale and performance objectives contained in the annual strategic plan and budget, and the directions of the Board and (ii) assist the Board by identifying and nominating individuals qualified to become directors, consistent with criteria approved by the Board, (ii) take a leadership role in shaping the corporate governance of the Company; (iii) oversee the evaluation of the Board, committees of the Board and management; (iv) recommend to the Board director nominees for each of the Board's committees in accordance with the Company's bylaws and any applicable agreement to which the Company is a party regarding nomination of directors; and (v) oversee of the Company's environmental, social and governance ("ESG") related matters.

II. Organization

A. Number; Qualifications.

1. The Committee shall consist of up to three directors, and shall always consist of at least two directors.
2. Directors of the Committee shall be directors of, and appointed by, the Board.

B. Meetings.

1. The Committee shall meet at least one time annually. Meetings may also be scheduled when needed or requested by management. Meetings may be held in person or telephonically.
2. The Chairman of the Committee, or two Committee members in the absence of the Chairman, shall have the power to call a meeting of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business.
3. Executive management that may attend meetings, with the consent of the Committee, are all or some of the following: Chief Executive Officer, President, Human Resources department head, Chief Financial Officer, General Counsel or others as determined by the Chief Executive Officer from time to time.
4. The Committee may act at a meeting only upon approval of a majority of its members present at such meeting in which a quorum exists for the transaction of business. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee.
5. The Committee may act in writing, including by email, without a meeting by the unanimous consent of its members.
6. The Chairman of the Committee shall provide the Board with a summary of each of the Committee's meetings at the Board meeting following each Committee meeting or as reasonably practicable.

C. Other.

1. Each member of the Committee shall serve on the Committee until such time as he or she resigns from the Board or the Committee, is removed from the Board or the Committee or fails to be reelected to the Board at any meeting or, if provided as a condition to such resignation or removal, until such time as his or her successor has been appointed and qualified.

2. All vacancies in the Committee shall be filled by the Board.

III. Specific Duties

The following shall be the specific duties of the Committee.

A. Setting Compensation for Executives.

The Committee shall:

1. Review the Company's goals and objectives relevant to the compensation of the Chief Executive Officer of the Company and its subsidiaries and his or her direct reports (collectively, the "Executives") and members of the Board, including annual performance objectives and performance measures, and develop compensation policies which support such goals and objectives.

2. Evaluate the performance of the Executives with respect to such goals and objectives and, based on such evaluation, annually review and approve, or recommend to the Board for approval, the compensation package (including salary, salary increases, promotional increases, benefits, bonuses and equity-based compensation) provided to Executives.

3. Review and administer any incentive and bonus plans of the Company and/or its subsidiaries.

4. Review, approve and authorize all offers of employment and changes in compensation for Executives including awards of units, profit interests, incentive grants, bonuses and other forms of compensation associated with the offer of employment.

Approval for all items listed above must be obtained prior to any and all discussions with the parties involved and/or execution by the Company management.

B. Monitoring Incentive, Bonus and Equity-Based Compensation Programs.

The Committee shall:

1. Review and administer the Company's equity-based compensation plans and seek Board approval for such plans.

2. Review and approve, or recommend to the Board for approval, all awards of units, profit interests and other forms of equity compensation pursuant to the Company's equity-based compensation plans.

3. Review and approve, or recommend to the Board for approval, any annual incentive or other bonus plans proposed by management, including the criteria by which bonuses for the Company's employees are determined, prior to the communication of such criteria to employees of the Company and prior to the payment of any such annual incentive or other bonuses.

4. Review and approve all bonus awards pursuant to the Company's Board-approved bonus

plan.

5. Review and approve, or recommend to the Board for approval, annual salary increases for the Executives pursuant to any Company-wide programs. This could also include other salary increases at the request of the CEO or the Board.

C. Other Benefit Plans.

The Committee shall:

1. Review and approve the design of any other benefit plans not referenced above which pertain to Executives.

2. Review and approve, or recommend to the Board for approval, changes to or adoption of retirement plans of the Company and approve periodically funding guidelines, including any matching contribution under the Company or its subsidiaries' 401(k) plan, if any.

D. Other Compensation Related Matters. To review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend any changes to the Board as necessary.

E. Use of Consultants. The Committee shall review and approve, or recommend to the Board for approval, the selection, scope of work, and terms of engagement for any compensation or benefits consultant prior to engagement by the Company.

F. Succession Planning. To undertake specific review concerning management succession planning upon request from the Board.

G. Director Qualifications. To develop, and recommend to the Board for its approval, criteria for the requisite qualifications, qualities, skills, and other expertise to be considered in selecting nominees for director.

H. Corporate Governance. To oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including its certificate of incorporation and bylaws.

I. Board Vacancy. If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board in accordance with the Company's bylaws and any applicable agreement to which the Company is a party regarding nomination of directors.

J. Committee Self-Evaluation. To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.

K. Board Composition. To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairmen annually.

L. Director Orientation. To coordinate with management to develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.

M. ESG Matters. To oversee and review the Company's strategies, activities, policies and communications regarding sustainability and ESG-related matters and make recommendations to the Board, including identifying sustainability and ESG risks and opportunities, reviewing and recommending to the Board for approval, any guidelines, documents or policies, or any changes thereto, that comprise the Company's ESG strategic framework.

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