

**MASIMO CORPORATION**  
**AUDIT COMMITTEE CHARTER**

**Purpose**

The purpose of the Audit Committee (the “*Committee*”) is to:

- Oversee the Company’s accounting and financial reporting processes, including the Company’s disclosure controls and procedures and system of internal controls and audits of the Company’s consolidated financial statements.
- Oversee the Company’s relationship with its independent auditors, including appointing or changing the Company’s auditors and ensuring the auditors’ independence.
- Review any reports or other disclosures required by the applicable rules and regulations of the Securities and Exchange Commission (the “*SEC*”) to be included in the Company’s annual proxy statement and periodic reports within the scope of authority outlined herein.
- Oversee the performance of the Company’s internal audit function.
- Provide oversight regarding significant financial matters, as well as assist in connection with the Company’s legal, regulatory and ethical compliance programs pertaining to financial, accounting and tax matters as established by management and the Board of Directors (the “*Board*”).
- Provide oversight regarding the Company’s policies with respect to risk assessment and risk management pertaining to the financial, accounting and tax matters of the Company.

The policy of the Committee, in discharging these obligations, shall be to create an environment that supports the integrity of the Company’s financial reporting process and the independence of the audit and the auditors, and to maintain and foster an open avenue of communication among the Committee, the independent auditors and the Company’s financial management, and the Company’s internal auditors.

**Appointment and Membership Requirements**

The Committee will be made up of at least three (3) independent members of the Board. Committee members are appointed by the Board. The Board decides the Committee’s exact number and can at any time remove or replace a Committee member. The Board will also make all determinations regarding satisfaction of the membership requirements described below.

The Committee shall comply with all applicable provisions of the Sarbanes-Oxley Act of 2002 and the rules and regulations of the Securities and Exchange Commission (the “*SEC*”) and The Nasdaq Stock Market LLC (“*Nasdaq*”), including those related to independence.

At least one (1) member of the Committee shall qualify as an “audit committee financial expert,” as defined in Item 407(d)(5)(ii) of Regulation S-K under the Securities Exchange Act of 1934, as amended.

Each member of the Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement.

Unless the Chair of the Committee is elected by the Board, the members of the Committee will designate a Chair by the majority vote of the full Committee membership. The Board or the Committee may change the Chair at any time.

### **Responsibilities and Authority**

The Committee's main responsibility is to oversee the Company's financial reporting process (including the Company's disclosure controls and procedures and system of internal controls). The Committee believes that the Company's policies and procedures should remain flexible in order to best react to changing conditions and circumstances. The following list includes the Committee's main recurring processes in carrying out its responsibilities. This list is intended as a guide, with the understanding that the Committee can modify or supplement it as appropriate, consistent with the requirements of the SEC and Nasdaq.

1. *Hiring and Selection of Auditors.* The Committee will directly appoint, retain and compensate the Company's independent auditors. These independent auditors will report directly to, and be responsible to, the Committee.
2. *Communication Prior to Engagement.* Prior to engagement of any prospective auditors, the Committee will review a written disclosure by prospective auditors of all relationships between the prospective auditors or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence, and to discuss with the prospective auditors the potential effects of such relationships on the independence of the prospective auditors, consistent with the rules under the Public Company Accounting Oversight Board ("*PCAOB*").
3. *Approval of Audit and Non-Audit Services.* The Committee is responsible for overseeing audit and non-audit services provided by the independent auditors, including establishing a policy to decide what services will be performed and the approval requirements for these services.
4. *Auditor Independence.* The Committee is responsible for ensuring it reviews at least annually the qualifications, performance and independence of the independent auditors. In addition, the Committee will review a formal written statement explaining all relationships between the independent auditors and the Company and its subsidiaries, consistent with the applicable requirements of the PCAOB regarding the independent auditors' communications with the Committee concerning independence. The Committee will take, or recommend to the Board that it take, appropriate actions to oversee the independence of the Company's independent auditors.
5. *Oversight of Auditors.* The Committee will be responsible for the Company's relationship with its independent auditors. The Committee will oversee the rotation of the audit partners of the Company's independent auditors as required by the Sarbanes-Oxley Act and the rules of the SEC.
6. *Interaction with Independent Auditors.* The Committee will periodically consult with the

independent auditors outside the presence of the Company's management about the Company's internal controls, the fullness and accuracy of the Company's financial statements, any audit problems or difficulties and management's response, and any other matters that the Committee or the independent auditors believe should be discussed privately with the Committee. The Committee will also be responsible for reviewing and resolving any disagreements between the Company's management and the independent auditors regarding financial controls or financial reporting.

7. *Quarterly and Annual Financial Statements.* The Committee will review and discuss the annual audited financial statements and quarterly financial statements with management and the independent auditors, including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and any items appropriate or required to be discussed in accordance with applicable PCAOB standards in connection with the preparation of financial statements of the Company. The Committee will be responsible for making a recommendation to the Board as to whether the Company's annual audited financial statements should be included in the Company's Annual Report on Form 10-K.
8. *Proxy Report.* The Committee will oversee and approve the annual Committee Report to be included in the Company's annual public filings, as required by the SEC rules.
9. *Earnings Announcements.* The Committee will review and discuss with management and the independent auditors, as appropriate, the Company's quarterly earnings announcements and other public announcements regarding the Company's results of operations.
10. *Critical Accounting Policies.* The Committee will obtain, review and discuss reports from the independent auditors about critical accounting policies and practices which the Company will use, the quality of those policies and practices, significant changes in such standards or principles or in their application and the key accounting decisions affecting the Company's financial statements.
11. *Management Cooperation with Audit.* The Committee will evaluate the cooperation received by the independent auditors during their audit examinations, including any significant difficulties encountered during the audit or any restrictions on the scope of their activities or access to required records, data and information and, whether or not resolved, significant disagreements with management and management's response, if any.
12. *Management Letters.* The Committee will review with the independent auditors and, if appropriate, management, any "management" or "internal control" letter issued or, to the extent practicable, proposed to be issued by the independent auditors and management's response, if any, to such letter, as well as any additional material written communications between the independent auditors and management.
13. *Internal Audit Functions; Audit Plan.* The Committee will evaluate the performance, responsibilities, budget and staffing of the Company's internal audit function and review the internal audit plan, including review of any process of appointment and/or replacement of the senior employee(s) in charge of the internal audit function.
14. *Internal Controls.* The Committee will discuss with management and the independent

auditors the design, implementation, adequacy and effectiveness of the Company's accounting and financial reporting processes and systems of internal control (including any significant deficiencies and material weaknesses identified in their design or operation), the adequacy and effectiveness of the Company's information and cybersecurity policies and the internal controls regarding information security. The Committee will also oversee management risks relating to data privacy, technology and information security, including cybersecurity and back-up of information systems, and the steps taken to monitor and control such exposures. The Committee will also meet separately with the independent auditors, with and without management present, to discuss the results of their examinations.

15. *Risk Assessment and Management.* The Committee will assist the Board in overseeing the risk management of the Company, and to review and discuss with management and the independent auditors, as appropriate, guidelines and policies with respect to financial risk management and assessment, and other risks as the Committee deems necessary or appropriate from time to time, including competition, pricing, regulation, intellectual property, technology and facilities obsolescence, natural and man-made disasters and industrial espionage.
16. *Whistleblower Procedures.* The Committee will be responsible for establishment and oversight of processes and procedures for (a) the receipt, retention and treatment of complaints about accounting, internal accounting controls or audit matters, and (b) confidential and anonymous submissions by employees concerning questionable accounting, auditing and internal control matters.
17. *Code of Conduct.* The Committee will consider and approve amendments to the Code of Business Conduct and Ethics (the "*Code of Conduct*"), and review the results of management's efforts to monitor compliance with the Code of Conduct. The Committee will also consider waivers of the Code of Conduct (other than waivers subject to review by the Board as a whole, as required by applicable law, Nasdaq requirements and SEC rules) and retain authority to grant any such waivers.
18. *Compliance Monitoring.* The Committee will periodically review with the Company's management the status of any legal or regulatory matters that could have a significant impact on the Company's financial statements, including any material reports or inquiries from regulatory or governmental agencies. The Committee will also review the Company's procedures for detecting fraud.
19. *Reports to Board.* The Committee will report to the Board material issues that arise regarding the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance or independence of the independent auditors, the performance of the Company's internal audit function or such other matters as the Committee deems appropriate from time to time or whenever it shall be called upon to do so.
20. *Ability to Investigate; Retention of Advisors.* The Committee has the power to investigate any matter brought to its attention, with full access to all the Company books, records, facilities and employees. The Committee has the sole authority to select, retain and terminate consultants, legal counsel or other advisors to advise the Committee, at the expense of the Company, and to approve the terms of any such engagement and the fees of any such

consultants, legal counsel or advisors. Such consultants, legal counsel or advisors will report directly to the Board or the Committee, as directed by the Committee. In selecting a consultant or other advisor, the Committee will take into account factors it considers appropriate or as may be required by applicable law or Nasdaq standards.

21. *Review of Charter; Self-Assessment.* The Committee will review and assess the adequacy of this Charter at least once per year and make recommendations to the Board regarding any proposed changes. The Committee will review annually the Committee's own performance against responsibilities outlined in this Charter and as otherwise established by the Board.

It is not the Committee's responsibility to prepare and certify the Company's financial statements, to guarantee the independent auditors' report, or to guarantee other disclosures by the Company. These are the responsibilities of management and the independent auditors. The Committee members are not full-time Company employees and do not perform the functions of auditors and accountants.

### **Restrictions on Independent Auditors Services**

The Company's independent auditors cannot perform any service that the PCAOB determines, by regulation, would impair the independence of the Company's auditors.

### **Meetings and Minutes**

The Committee will hold such regular or special meetings as its members shall deem necessary or appropriate, and report to the Board concerning areas of the Committee's responsibilities. The Committee will keep minutes of each of its meetings and copies of its actions by written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board.

The presence in person or by telephone/virtual conference of a majority of the Committee's members will constitute a quorum for any meeting of the Committee.

Subject to the requirements of this Charter, Nasdaq rules, the SEC rules and applicable law, the Committee and the Chair may invite any director, executive or employee of the Company, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Committee will periodically meet in executive sessions without members of management present.

Unless the Board or this Charter provides otherwise, the Committee can make, alter or repeal rules for the conduct of its business. In the absence of these rules, the Committee will conduct its business in the same way the Board conducts its business.

### **Delegation of Authority**

The Committee may form and delegate authority to one or more subcommittees if the Committee determines this is appropriate and to the extent permitted under the Company's Certificate of Incorporation and Bylaws, the Corporate Governance Guidelines, Nasdaq rules, the SEC rules and other applicable law.

The Committee can delegate to one or more members of the Committee the authority to pre-approve audit and permissible non-audit services, as long as any pre-approval of services is presented to the full Committee at its next regularly scheduled meeting.

The Committee cannot delegate its responsibilities to non-committee members.

**Amendment; Waiver; Interpretation**

This Charter is intended to serve as a framework within which the Committee may act with respect to the matters contemplated herein. It is not intended to and shall not create a set of legally binding obligations on the Board, the Committee or the Company. The Board may amend this Charter, or any portion of it, at any time as it determines necessary or appropriate. In the event the Board or the Committee ratifies or approves any action, matter or interpretation that may be deemed to be inconsistent with the terms of this Charter or any prior charter of the Committee, this Charter and any such prior charter shall be deemed automatically amended to comport, in all respects, with such action, matter or interpretation.

*Amended and Restated as of: May 2, 2023*