

MASIMO CORPORATION

CORPORATE GOVERNANCE GUIDELINES

LAST AMENDED: MAY 2, 2023

The Board of Directors (the “**Board**”) of Masimo Corporation (the “**Company**”) has adopted the following Corporate Governance Guidelines (the “**Guidelines**”) to assist the Board in the exercise of its governance responsibilities. The Company’s governance structure is designed to ensure effective decision-making and commitment to business success through maintenance of the highest standards of integrity, responsibility and ethics.

These Guidelines are intended to serve as a framework within which the Board 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 or the Company. The Board may amend these Guidelines, or any portion of them, at any time as it determines necessary or appropriate. In the event the Board ratifies or approves any action, matter or interpretation that may be deemed to be inconsistent with the terms of these Guidelines or any prior guidelines of the Board, these Guidelines and any such prior guidelines shall be deemed automatically amended to comport, in all respects, with such action, matter or interpretation.

1. Joint Chairman and CEO. It is the policy of the Company that the positions of Chairman of the Board and Chief Executive Officer (“**CEO**”) of the Company be held by the same person, except in unusual circumstances.

2. Lead Independent Director. If determined prudent by the Board, one of the independent directors may be designated by the Board as lead independent director to serve until replaced by the Board. The lead independent director’s duties shall include: (i) presiding at all meetings of the Board at which the Chairman of the Board is not present, including executive sessions of the independent directors; (ii) providing input on Board agendas and materials in advance of Board meetings; (iii) if requested by stockholders, ensuring that he or she is available for consultation and direct communication; and (iv) performing such other functions as the Board may delegate.

3. Director Service on Other Public Boards. Ordinarily, directors should not serve on more than four boards of publicly held companies, including the Board. Current positions in excess of these limits may be maintained unless the Board determines that doing so would impair the director’s service on the Board. No director will serve on the board of directors of any Company competitor, either publicly held or privately held. The determination of what constitutes a “Company competitor” is entirely at the discretion of the Board, and the Board may waive this requirement at its discretion if it believes such waiver is in the interest of the Company.

4. Non-Employee Director Stock Ownership Requirements. The Company’s non-employee directors are subject to the Company’s Non-Employee Director Stock Ownership Policy, as may be amended or restated from time to time, which provides minimum stock ownership guidelines for the Company’s non-employee directors.

5. Term Limits. The Board does not believe in the automatic re-nomination of directors and believes that term limits help ensure that there are new ideas and viewpoints available to the Board. The Board's policy is that each non-employee director will not be nominated for re-election at the next annual meeting of stockholders for which his or her class of directors is up for election following his or her 15th anniversary of service on the Board. Notwithstanding the foregoing, the Board may from time to time waive this policy with respect to any director regardless of the length of his or her service if, in the discretion of the Board, such nomination for re-election is in the best interests of the Company and its stockholders.

6. Annual Meeting Attendance. All Board members are invited to attend the Company's annual meetings of stockholders. Board members may attend annual meetings of stockholders in person, by telephone or by webcast, if available.

7. Executive Sessions. Executive sessions, or meetings of outside directors without management present, will be held regularly to review the report of the Company's independent registered public accounting firm, the criteria upon which the performance of the Chairman/CEO and other senior managers are assessed, the performance of the Chairman/CEO and other senior managers against such criteria, the compensation of the Chairman/CEO and other senior managers, and any other relevant matters. Meetings will be held from time to time with the Chairman/CEO for a general discussion of relevant subjects.

8. Process for Identifying and Selecting Director Nominees. The Board has delegated to the Nominating, Compliance and Corporate Governance Committee (the "**NC&CG Committee**") the responsibility to evaluate and recommend candidates for election to the Board. The NC&CG Committee may recommend prospective director candidates for the Board's consideration and review the prospective candidates' qualifications with the Board. The Board will retain the ultimate authority to nominate a candidate for election by the stockholders as a director or to fill any vacancy that may occur. The Company believes in diversity and values the benefits diversity can bring to the Board. Diversity includes gender, sexual orientation, disability, age, race, ethnicity or national origin, global perspective and experience, business experience, functional expertise, stakeholder expectations, culture and geography. The Company seeks to maintain a Board comprised of talented and dedicated directors whose skills and backgrounds reflect the diverse nature of the business environment in which the Company operates. In evaluating proposed director candidates, the NC&CG Committee may consider the director nominee's qualifications, areas of expertise, diversity, skills and such other factors as it deems appropriate given the current needs of the Board, the committees and the Company, to maintain a mix and balance of skills, knowledge, experience, diversity, background, personal qualities and capability. The NC&CG Committee will ensure that the initial list of candidates from which new director nominees are chosen (the "**Initial List**") by the NC&CG Committee include (but need not be limited to) qualified women and minority candidates, and any third-party consultant retained by the NC&CG Committee to furnish an Initial List will be requested to include such candidates.

9. Policy Regarding Stockholder Rights Plans. The Board has adopted a statement of policy that it shall seek stockholder approval within 12 months of adopting a stockholder rights plan unless the plan is terminated prior to the date that is 12 months following adoption of the plan.

10. Corporate Responsibility. The NC&CG Committee will oversee the Company's strategy, practices and initiatives related to corporate responsibility and sustainability, including environmental, social and governance matters.

11. Annual Review. The Guidelines will be reviewed by the Board or the NC&CG Committee at least annually.