

MASIMO CORPORATION

NOMINATING, COMPLIANCE AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating, Compliance and Corporate Governance Committee (the “*Committee*”) is to:

- Assist the Company’s Board of Directors (the “*Board*”) by identifying individuals qualified to become members of the Board, consistent with criteria approved by the Board;
- Recommend for the Board’s approval the slate of nominees to be proposed by the Board to stockholders for election to the Board;
- Develop, update as necessary and recommend to the Board the corporate governance principles and policies applicable to the Company;
- Oversee the evaluation of the Board and management, and advise on Board performance matters;
- Oversee the Company’s corporate compliance programs;
- Oversee succession planning for the Chief Executive Officer and other executive officers;
- Implement policies and practices that foster the Company’s environmental, social and governance (“*ESG*”) initiatives;
- Serve as a focal point for communication between director candidates and the Company’s management; and
- Recommend to the Board the directors who will serve on each committee of the Board.

The policy of the Committee, in discharging these obligations, shall be to promote good corporate governance, ensure the Board is comprised of only highly qualified directors with a wide range of diverse backgrounds, and foster open communication between the Committee and management of the Company.

Appointment, Membership and Organization

The Committee will be made up of at least two (2) independent members of the Board. The 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 will 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.

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 governance, compliance and Board and committee nomination matters. 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.

Subject to the foregoing, the Committee will:

1. Evaluate the composition, size, organization and governance of the Board and its committees to ensure that they appropriately reflect the knowledge, skills, integrity, ethics, diversity (including that of gender, sexual orientation, disability, age, race, ethnicity or national origin, global perspective and experience, business experience, functional expertise, stakeholder expectations, culture and geography), and other characteristics required to fulfill their respective duties, and determine future requirements.
2. Make recommendations to the Board about the appointment of directors to committees of the Board, and recommend the selection of chairs of these committees to the Board. When formulating its Board committee membership recommendations, the Committee shall consider advice and recommendations from other directors, stockholders, management and others, as it deems appropriate.
3. Review and recommend to the Board director independence determinations made with respect to continuing and prospective directors and members of the independent committees of the Board.
4. Develop, update as necessary and recommend to the Board policies for considering director nominees for election to the Board and committee members.
5. Identify potential candidates for election to the Board consistent with criteria approved by the Board.
6. Oversee the Board’s performance and annual self-evaluation process.
7. Consider the need and, if necessary, develop and institute plans or programs for the continuing education of directors and/or for the orientation of new directors, and evaluate the participation of members of the Board in continuing education activities in accordance with Nasdaq rules.

8. Review and evaluate plans for succession to the offices of the Company's Chief Executive Officer and other officers (as that term is defined in Section 16 of the Exchange Act and Rule 16a-1 thereunder), and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.
9. Review and make recommendations to the Board regarding the Company's process for stockholder communications with the Board, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.
10. Oversee corporate governance practices, including reviewing and recommending to the Board for approval any changes to the Company's corporate governance framework, including its Certificate of Incorporation and Bylaws and the Corporate Governance Guidelines.
11. Oversee the Company's corporate compliance programs.
12. Oversee the Company's major legal compliance risk exposures and the steps management has taken to monitor or mitigate such exposures, including the Company's procedures and any related policies with respect to risk assessment and risk management.
13. Oversee the Company's efforts with regard to corporate responsibility and sustainability, including potential long- and short-term trends and impacts to the Company's business of ESG initiatives, and the Company's public reporting on these topics.
14. Oversee the Company's ESG program and strategy.
15. Review, as appropriate, related party transactions, as defined by applicable law and the SEC rules.
16. Oversee the Company's information security risk management, including the Company's cybersecurity, data privacy, and other information technology risks, controls and procedures, and the Company's plans to mitigate cybersecurity risks and to respond to data breaches.
17. Oversee and determine compliance with the Company's guidelines with respect to stock ownership by its executive officers and non-employee directors.
18. Review and assess the adequacy of this Charter at least once per year and make recommendations to the Board regarding any proposed changes.
19. Review annually the Committee's own performance against responsibilities outlined in this Charter and as otherwise established by the Board.

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 (provided that the Audit Committee of the Board will be responsible for financial matters). The Committee has the sole authority to select, retain and terminate consultants, legal counsel or other advisors, including director search firms, 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. In selecting a consultant, a director search firm or other advisor, the Committee will take into account factors that may be required by applicable law or listing standards or that it otherwise considers appropriate.

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.

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