



## **LEAD INDEPENDENT DIRECTOR CHARTER**

ICU MEDICAL, INC.  
AS ADOPTED BY THE BOARD OF DIRECTORS  
ON MARCH 27, 2017

### **Purpose**

The Board of Directors (the “Board”) considers it to be useful and appropriate to designate a Lead Independent Director to coordinate the activities of the other independent directors and to perform such other duties and responsibilities as the Board may determine.

### **Selection of the Lead Independent Director**

The independent directors shall annually elect an independent director to serve in a lead capacity as the Lead Independent Director.

### **Duties and Responsibilities**

The specific responsibilities of the Lead Independent Director when acting in such capacity shall be as follows:

1. Presides at meetings of the Board at which the Chairman of the Board of Directors (the “Chairman”) is not present, including executive sessions of the independent directors.
2. Calls meetings of the independent directors, as appropriate.
3. Serves as principal liaison between the Chairman and the independent directors.
4. Consults with the Chairman as to an appropriate schedule of Board meetings, seeking to ensure that the independent directors can perform their duties responsibly while not interfering with ongoing Company operations.
5. Approves meeting agendas for the Board to ensure that there is sufficient time for discussion of all agenda items.
6. Advises the Chairman as to the quality, quantity and timeliness of the information submitted by the Company’s management that is necessary or appropriate for the independent directors to effectively and responsibly perform their duties.
7. Authorizes the retention of outside advisors and consultants who report directly to the Board.
8. Responds directly to stockholder and other stakeholder questions and comments that are directed to the Lead Independent Director or to the independent directors as a group, as appropriate.
9. If requested by major stockholders, ensures that he/she is available, when appropriate, for consultation and direct communication.
10. Performs such other duties as the Board may designate.