



## **Nominating/Corporate Governance Committee Charter**

**ICU MEDICAL, INC.**

**AS AMENDED AND RESTATED  
BY THE BOARD OF DIRECTORS ON July 29, 2016**

### **Purpose**

The purpose of the Nominating/Corporate Governance Committee (the "Committee") of the board of directors (the "Board") of ICU Medical, Inc. (the "Company") is to identify and approve individuals qualified to serve as members of the Board of the Company, select director nominees for the next annual meeting of stockholders, evaluate the Board's performance, develop and recommend to the Board corporate governance guidelines and provide oversight with respect to corporate governance and ethical conduct.

### **Composition**

The Committee shall be composed of three or more directors (each a "Member"), as determined by the Board, each of whom shall meet the independence requirements of the NASDAQ Stock Market Rules. Members shall be appointed to, and removed from, the Committee by the Board.

The Committee shall conduct its business and meetings in accordance with this Charter, the Company's bylaws and any direction set forth by the Board. The chairperson of the Committee shall be designated by the Board or, in the absence of such a designation, by a majority of the Members. The designated chairperson shall preside at each meeting of the Committee and, in consultation with the other Members, shall set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. In the absence of the designated chairperson at any meeting of the Committee, the Members present at such meeting shall designate a chairperson pro tem to serve in that capacity for the purposes of such meeting (not to include any adjournment thereof) by majority vote. The chairperson (other than a chairperson pro tem) shall ensure that the agenda for each meeting is distributed to each Member in advance of the applicable meeting.

The Committee shall meet as often as it determines to be necessary and appropriate, but not less than quarterly each year. The Committee may establish its own schedule, provided that it shall provide such schedule to the Board in advance. The chairperson of the Committee or a majority of the Members may call special meetings of the Committee upon notice as is required for special meetings of the Board in accordance with the Company's bylaws. A majority of the appointed Members, but not less than two (2) Members, shall constitute a quorum for the transaction of business. Members may participate in a meeting through use of conference telephone or similar communications equipment, so long as all Members participating in such meeting can hear one another, and such participation shall constitute presence in person at such meeting.

Unless the Committee by resolution determines otherwise, any action required or permitted to be taken by the Committee may be taken without a meeting if all Members consent thereto in writing and the same is filed with the minutes of the proceedings of the Committee. The Committee may form and delegate authority to subcommittees when appropriate.

### **Responsibilities**

The Committee is charged by the Board with the responsibility to:

1. Identify individuals qualified to serve as members of the Board and approve all candidates for director to be nominated for election by the stockholders or to be elected by the Board.
2. Recommend to the Board directors for appointment to its committees and, as appropriate, recommend removal of directors from Board committees.

3. Recommend to the Board policies on Board composition and criteria for membership and continued membership on the Board.
4. Cause to be prepared and recommend to the Board the adoption of corporate governance guidelines and periodically review and recommend changes to the corporate governance guidelines as appropriate.
5. Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process and the disclosure to be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
6. Administer the Company's Code of Business Conduct and Ethics for Directors and Officers (the "Code"), including preparing and recommending to the Board the adoption of the Code, periodically reviewing the Code and recommending changes to the Board, interpreting provisions of the Code, pre-approving certain transactions involving directors and executive officers and reviewing annual certifications by directors and officers of compliance with the Code.
7. Recommend to the Board as appropriate and oversee the conduct of any internal investigations of the conduct of senior executives of the Company other than an investigation commenced by the Audit Committee within the scope of the Audit Committee's responsibilities.
8. Conduct an annual evaluation of the performance of the Board, including individual members of the Board, and discuss the evaluation with the full Board.
9. Provide minutes of Committee meetings to the Board, and report to the Board on any significant matters arising from the Committee's work.
10. At least annually, review and reassess this Charter and, if appropriate, recommend proposed changes to the Board.
11. Make recommendations to the Board regarding issues of management succession, develop and periodically review the Company's succession plan, develop and evaluate potential candidates for executive positions and recommend to the Board any changes to and any candidates for succession under the Company's succession plan.
12. 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.
13. Develop and recommend to the Board for approval a policy on Company political contributions and lobbying expenses, to receive and review an annual report on the Company's political contributions and lobbying expenses and to review the policy periodically and recommend to the Board any changes to the policy based on the most recent report.
14. Review proposals submitted by Company stockholders for inclusion in the Company's proxy materials and recommend to the Board appropriate action.
15. Oversee the Company's strategy on corporate social responsibility and sustainability, and to develop and recommend to the Board for approval policies and procedures relating to the Company's corporate social responsibility and sustainability activities.
16. Perform such other duties and responsibilities as may be assigned to the Committee by the Board.

### **Authority**

By adopting this Charter, the Board delegates to the Committee full and exclusive authority to:

1. Perform each of the responsibilities of the Nominating/Corporate Governance Committee described above.
2. Appoint a chairperson of the Committee, unless a chairperson is designated by the Board.
3. Engage search firms, independent counsel and other advisers as the Committee determines necessary to carry out its responsibilities, and approve the fees and other retention terms of such search firms, independent counsel and other advisers.
4. Obtain advice and assistance from internal or other advisors.
5. Cause the officers of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any legal counsel or other advisors engaged by this Committee, and payment of ordinary administration expenses of the Committee that are necessary or appropriate in carrying out its duties.