



Insider Trading Policy and Guidelines

1. Overview

1.1 Purpose	This document defines ResMed policy in regards to Employee trades and other transactions in “ResMed Securities,” which includes ResMed common stock, options, futures, calls, puts, warrants, debt securities, and any other rights to acquire ResMed common stock.
1.2 Scope	This policy applies globally to all ResMed directors, officers, employees, consultants, or other persons associated with ResMed Inc. or any of its subsidiaries (“Employees”).
1.3 Responsibility and authority	<p>All Employees should carefully read this policy and follow its directives at all times. Failure to adhere to this policy may result in immediate disciplinary measures being taken including, in appropriate cases, termination.</p> <p>For questions about this policy or its application to a particular transaction, Employees should contact our Global General Counsel, David Pendarvis.</p>
1.4 Content	<ul style="list-style-type: none">1. Overview12. General Information regarding Insider Trading23. Policy applicable to all Employees44. Insider – Prohibited Trading Practices65. Trading Window96. Mandatory Pre-approval Procedures for Specified Persons1117. Other Guidelines1338. Your Responsibility1559. Exhibit A: Acknowledgement Form for Employees16610. Exhibit B: ResMed Inc Supplemental Policy on Section 16 Compliance Program177

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2. General Information about Insider Trading

2.1 Overview

US federal securities laws generally prohibit Employees who possess material non-public information from trading securities (including the purchase or sale of stocks, options, futures, puts or calls, and including the shorting of any stock) on the basis of that information. These laws also prohibit the direct or indirect communication or “tipping” of any material non-public information to anyone outside ResMed under any circumstances, or to anyone within ResMed other than on a need-to-know basis.

Because the primary listing for ResMed shares is the New York Stock Exchange, this policy describes US law regarding insider trading. For simplicity, this policy discusses only US law. But similar laws apply in Australia (where ResMed shares trade on the Australian Securities Exchange) and other countries. This policy applies to all Employees, regardless of your location.

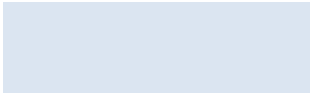
2.2 Penalties

Persons who violate these prohibitions are subject to potential civil damages and criminal penalties. These potential criminal and civil penalties for “wilful” (i.e., intentional) violations are:

- A jail term of up to 20 years;
- A criminal fine up to \$5 million for individuals and \$25 million for corporations; and
- A civil penalty up to three times the profit gained or loss avoided.

Trading on material non-public information also poses significant risks to ResMed.

- The Securities and Exchange Commission (“SEC”) can bring an action against us (as your employer) to recover civil penalties of up to the greater of \$1 million or three times the amount of profit you make or loss you avoid.
- Disclosure of even small amounts of material non-public information could require us under federal securities laws to make complete disclosure regarding the matter in question before we would otherwise be obligated to do so (that is, if the story is disclosed selectively or only part of the story is disclosed to the general public, we may have a duty to publicly disclose the full story, which may have detrimental effects on us or third parties).
- Disclosure of material non-public information could damage our competitive position, jeopardize important strategic plans, and



threaten or eliminate opportunities such as acquisitions or financings.

3. Policy applies to all Employees

3.1 General principles and conditions	<p>Illegal insider trading is generally considered to include (i) buying or selling securities while in possession of material non-public information; and (ii) communicating material non-public information to others who then trade on the basis of that information.</p> <p>If you believe it is necessary to the performance of your specific job duties to disclose any material non-public information to persons outside of ResMed, you must contact either the Global General Counsel or, in the Global General Counsel's absence, the Chief Financial Officer, in advance, so that we can take appropriate action before any disclosure.</p>
3.2 Applicability	<p>This policy applies globally to all ResMed Employees, which includes all directors, officers, employees, consultants, and other persons associated with ResMed Inc. or any of its subsidiaries.</p>
3.3 Definition of Material Non-Public Information	<p>Generally, all important information about our business that has not been publicly disclosed via press release, earnings conference call, or filings with the SEC should be considered confidential non-public information. Even after a public announcement, a reasonable period of time must lapse in order for the market to react to the information.</p> <p>Non-public information is generally considered "material" if there is a substantial likelihood a "reasonable investor" would consider it important in a decision to buy, sell, or hold securities. Materiality of information may vary depending on the circumstances of each case; it will be viewed with "20/20 hindsight." Consequently, any appearance of impropriety should be avoided, and the particular facts of each such situation should be carefully reviewed. Examples of information that is generally regarded as material are:</p> <ul style="list-style-type: none">• Financial results;• Projections of future financial results or other guidance;• Major proposed or pending acquisitions, investments or divestitures;• Significant product developments;• Changes in key personnel;• Stock splits;• Stock buy-backs;• New equity or debt offerings;

	<ul style="list-style-type: none"> • Positive or negative developments in outstanding significant litigation; • Cybersecurity risks and incidents; • Actual or threatened significant litigation or inquiry by a governmental or regulatory authority; • Events that may result in the creation of a significant reserve or write-off or other significant adjustments to the financial statements; and • Any other facts that might cause ResMed's financial results to be substantially affected.
3.4 Designation as an Insider	<p>An Employee will automatically be classified as an "Insider:"</p> <ul style="list-style-type: none"> • if you have access to global financial information, or any revenue which comprises 50% of global revenue; or • if you are in a position where you attend management meetings where at least 50% global revenue is discussed; or • if you have access to a combination of business unit revenue that together would comprise over 50% of global revenue. <p>If you have access to new products under development, or other future technology, this will not automatically mean that you should be classified as an Insider.</p> <p>Even if you are not automatically classified as an Insider, you may become an Insider if you become aware of material non-public information such as the information described in section 3.3, above.</p>
3.5 Pledging and Hedging ResMed Securities prohibited	<p>All Employees, regardless of whether you have been designated as Insider, and regardless of whether you have material inside information, are prohibited at all times from engaging in certain transactions involving ResMed Securities. These prohibited transactions include:</p> <ul style="list-style-type: none"> • Buying or selling puts or calls on ResMed Securities. • Short sales, meaning sales of securities that are not then owned (which are illegal for executive officers and directors). • Margin Accounts or Pledges. You may not purchase ResMed Securities on margin, borrow against any account in which ResMed Securities are held or pledge ResMed Securities as collateral for a margin loan or any other loan.

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- Hedging. Other forms of hedging or monetization transactions, such as collars, forward sale contracts, equity swaps, exchange funds, or any other financial instrument designed to hedge or offset a decrease in the market value of ResMed Securities.
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4. Insider – Prohibited Trading Practices

4.1 Trading on Inside Information Prohibited

You are prohibited from purchasing or selling ResMed Securities while you are in possession of material non-public information about ResMed. These prohibitions apply to you and your:

- Spouse, children, or relatives in the same household;
- Corporation or other business entity controlled by you; and
- Trust in which you or a family member act as trustee or have a beneficial or pecuniary interest (unless the trust has been previously cleared by the Global General Counsel).

“Purchase” and “sale” are defined broadly under the federal securities law.

- “Purchase” includes not only the actual purchase of a security, but any contract to purchase or otherwise acquire a security.
- “Sale” includes not only the actual sale of a security, but any contract to sell or otherwise dispose of a security.

These definitions extend to a broad range of transactions including conventional cash-for-stock transactions and conversions.

Applying these definitions to the exercise of a stock option depends on what is done with the shares obtained on exercise.

- An exercise-and-hold transaction, in which a stock option is exercised, but none of the underlying shares is sold will not be considered a purchase or sale.
- If any of the shares received on exercise of a stock option are sold for any purpose, including to pay the underlying exercise price (a “cashless exercise”) or to pay taxes, even if you do not receive the proceeds from the sale, then the transaction is a sale for purposes of this policy.
- An automatic exercise that occurs when the option term expires would ordinarily not be considered a “sale” for purposes of this policy, so long as the transaction occurs in accordance with the terms of the relevant stock option agreement.

The size of the transaction or the amount of profit received does not have to be large to result in prosecution. The SEC has the ability to monitor even the smallest trades and finds people violating these rules by engaging in routine market surveillance. Brokers and dealers who handle stock and option transactions for ResMed or individuals are required by law to inform the SEC of any possible violations by people who may have inside

	information. The SEC aggressively investigates even small insider trading violations.
4.2 Waiting Period following release of Material Non-Public Information	When material non-public information has been publicly disclosed, you should continue to refrain from trading in ResMed Securities until the information has been adequately disseminated to the public and investors have been able to evaluate it. Unless you are otherwise advised by the Global General Counsel or the Chief Financial Officer, information will be considered adequately disseminated and absorbed by the marketplace after one (1) full trading day has elapsed following its release. When in doubt, call the Global General Counsel, or in that person's absence, the Chief Financial Officer, for advice.
4.3 Tipping Prohibited	You are prohibited from disclosing or "tipping" to anyone, including family members and friends, any material non-public information about any company. This includes information about ResMed or information about another company you might receive and, therefore, become a "tippee" or an "insider" of that company. Also, you are prohibited from making buy, sell or hold recommendations to anyone about any company while in possession of "inside information" about that company.
4.4 Stop-Loss Orders Prohibited	You are prohibited from placing any "stop loss" orders or any other "limit order" that would apply to a purchase or sale of ResMed Securities outside of a trading window period, except under a qualified Rule 10b5-1 plan (as defined below). Otherwise, it would be possible for a trade to occur during a time in which material non-public information was known to you.
4.5 Prohibitions continue after Termination	Please be aware that these policies will continue to apply to you after the termination of your employment or service as an Employee for so long as you are in possession of material non-public information about ResMed.
4.6 Gifts Prohibited while possessing Material Non-Public Information	Under certain circumstances, gifts of ResMed securities may raise the same concerns as more common forms of insider trading, for example, if a gift is followed closely by a sale, under conditions where the value at the time of donation and sale affects the tax or other benefits obtained by the donor. For this reason, ResMed prohibits you from making gifts of ResMed securities while you possess inside information.

5. Trading Windows and Closed Periods

5.1 Prohibitions and Limitations

Insiders will only be allowed to purchase or sell ResMed Securities during a trading window period beginning one (1) full trading day after the date of our public disclosure of financial results for a fiscal quarter or year and continuing until the later of:

- The last day of the three (3) calendar week period after the opening of the trading window; or
- The last day of the second month of the fiscal quarter.

If you are in doubt whether a trading window is open, consult the Global General Counsel (or Chief Financial Officer in that person's absence).

Any period outside these trading window periods are "closed periods." All Insiders are prohibited from trading in ResMed Securities during closed periods.

The prohibitions against trading during closed periods do not apply to:

- The exercise of stock options where cash is paid for the exercise price and tax withholding obligation, and the stock acquired upon exercise is held by the Employee,
- The surrender of stock to ResMed upon a stock option exercise in payment of the exercise price, in a manner permitted by the applicable terms of the award,
- The surrender of stock to ResMed in satisfaction of any tax withholding obligation, in a manner permitted by the applicable terms of the award,
- The sale or purchase of ResMed Securities under a qualified Rule 10b5-1 plan—as discussed below in Section 5.2,
- The purchase of shares under our Employee Stock Purchase Plan,
- The transfer of shares between the New York Stock Exchange and the Australian Securities Exchange, solely for an exchange of common stock trading on the NYSE, for CHES Units of Foreign Securities, depositary interests frequently called "CDIs" or "CUFS," trading on the ASX.
- The transfer of ResMed Securities pursuant to a domestic relations order (provided that any such transfers must be pre-cleared by the Global General Counsel or, in that person's absence, the Chief Financial Officer), or

- Trading authorized by the General Counsel or, in that person's absence, the Chief Financial Officer, under "Exceptional Circumstances," as described in section 7.4, below.

For the sake of clarity:

- Sales of shares acquired by exercising a stock option or of shares acquired under the Employee Stock Purchase Plan and not sold under a qualified Rule 10b5-1 plan are restricted by the prohibitions against trading during closed periods; and
- Subsequent trades by the recipient of a gift are also covered by this policy; recipients who are Employees or otherwise in possession of material inside information are restricted by the prohibitions against trading during closed periods.

Apart from the exceptions listed in this paragraph, there are no exceptions to the foregoing prohibitions against trading during closed periods.

Even during a trading window period, Insiders and other Employees are still prohibited from trading ResMed Securities while they possess material non-public information about ResMed.

5.2 Rule 10b5-1

Automatic trading plans, also known as 10b5-1 plans, are permitted under the US insider trading rules when they are enacted before learning material non-public information.

Any Employee who wishes to implement, amend or terminate a qualified Rule 10b5-1 plan must first have the plan (or any amendment or proposal to terminate) pre-approved by the Global General Counsel. In pre-clearing the implementation, amendment or termination of a qualified Rule 10b5-1 plan, the Global General Counsel will not be responsible for determining whether the plan complies with Rule 10b5-1. Compliance with Rule 10b5-1 is solely the Employee's responsibility.

Once a Rule 10b5-1 plan is implemented, an Employee may not suspend or cancel the plan without the Global General Counsel's approval.

ResMed has adopted a separate policy about Rule 10b5-1 plans, that particularly (but not exclusively) applies to directors and executive officers..

ResMed's Global General Counsel may adopt other policies about the form and terms of qualified Rule 10b5-1 plans from time to time.

6. Mandatory Pre-approval Procedures for Specified Persons

6.1 Mandatory Pre-approval Procedures

Our directors and executive officers, members of senior management and other persons identified from time to time by the Global General Counsel (“Specified Persons”), who are not in possession of material non-public information and who wish to engage in any transaction involving ResMed Securities (including any option exercise, stock purchase, stock sale, gift, loan, pledge, hedge, contribution to a trust, or any other transfer or acquisition), must first obtain pre-approval of the transaction from the Global General Counsel, or the Chief Financial Officer in that person’s absence.

A request for pre-approval should be submitted to the Global General Counsel (or the Chief Financial Officer in that person’s absence) at least two (2) business days in advance of the proposed transaction. The Global General Counsel (or Chief Financial Officer in that person’s absence) will then determine whether the transaction may proceed and will promptly notify the Specified Person of this determination. When making a pre-approval request, the Specified Person needs to be certain to include all relevant information concerning the proposed transactions and how best to be reached.

Approval for a proposed transaction may be withheld by the Global General Counsel (or the Chief Financial Officer in that person’s absence), in their discretion, if:

- The Global General Counsel (or the Chief Financial Officer in that person’s absence) considers that the Specified Person may possess material non-public information;
- The trade is proposed for a closed period;
- The transaction does not comply with Rule 144 or other legal requirements;
- The transaction could result in adverse publicity or have a material adverse impact on trading in ResMed Securities or ResMed;
- The transaction could result in liability to the Specified Person under the short-swing rules of Section 16(b) (See Exhibit B);
- Sufficient advance notice had not been given to allow preparation and review of a Form 4; or
- Other relevant considerations cause the transaction to be inappropriate.

Please be aware that, if the clearance of a proposed transaction is withheld, the decision cannot be “overruled” by any member of management. In the event of a disagreement regarding a proposed transaction, the Global General Counsel (or the Chief Financial Officer in that person’s absence) is required to report the proposed transaction to the Audit Committee of the Board of Directors should a Specified Person wish to obtain final resolution of a pre-clearance request. The Global General Counsel (or the Chief Financial Officer in that person’s absence) and the Audit Committee may obtain the advice of outside legal counsel with respect to a pre-clearance request. Specified Persons may not in any event engage in the proposed transaction until a request has been finally resolved to the satisfaction of the Global General Counsel or, if applicable, the Audit Committee.

Clearance, when given, will be only for the precise period specified. Placing buy or sell orders at a given price should only be for the time period specified, since events could subsequently arise that could make trading inappropriate. It is incumbent on the Specified Person to stop any such order that extends beyond the permitted period, or when the Specified Person comes into possession of material non-public information.

7. Other Guidelines

7.1 Inquiries from Third Parties	<p>All inquiries about ResMed from third parties such as industry analysts or members of the financial or business media, that seek information about ResMed's financial condition, operating results, or other information about the value of ResMed Securities, should be directed to our Chief Executive Officer, President and Chief Operating Officer, Chief Financial Officer, Chief Administrative Officer & Global General Counsel, or our Vice President of Investor Relations & Corporate Communications.</p>
7.2 The Buy – Sell “Trap”	<p>In buying publicly-traded securities, you should bear in mind a potential liquidity trap you could face: you could receive permission to buy a security, but later be refused permission to sell it (at least temporarily). These situations are frequently beyond the control of ResMed, and could lock you into an unwanted investment for a considerable period of time.</p>
7.3 Confidential Information about Other Companies	<p>In addition to material non-public information about ResMed, you may become aware of similar information about other companies whose securities are publicly traded, such as suppliers, customers or competitors. In such a situation, you must handle the other company's information according to the same rules that apply to ResMed's material non-public information. You can be liable for trading on the basis of material non-public information in any publicly-traded company's securities.</p>
7.4 Exceptional Circumstances	<p>Under Exceptional Circumstances, you may apply to the Global General Counsel (or the Chief Financial Officer in that person's absence) for prior written clearance to deal with ResMed Securities during a Closed Period, provided that you are not in possession of material non-public information. Exceptional Circumstances are:</p> <ul style="list-style-type: none">• A severe financial hardship caused by a pressing financial commitment that cannot be satisfied otherwise than by selling ResMed Securities; or• A requirement under a court order (for example in a bona fide family settlement) or some other overriding legal or regulatory requirement to transfer or sell ResMed Securities; or• Other circumstances which the Global General Counsel (or Chief Financial Officer in that person's absence) accepts as being exceptional in nature. <p>The need to satisfy tax liabilities will not ordinarily constitute an Exceptional Circumstance unless the person that must pay the tax liability has no other means of satisfying that liability.</p>

The person seeking clearance in such circumstances must satisfy the Global General Counsel (or the Chief Financial Officer in that person's absence) that the proposed sale of ResMed Securities is the only reasonable course of action available to them in the circumstances. The granting of permission is entirely at the discretion of the Global General Counsel (or the Chief Financial Officer in that person's absence), and the person intending to trade in ResMed Securities remains personally responsible for compliance with the law. The Global General Counsel (or the Chief Financial Officer in that person's absence) may seek the views of the Audit Committee of the Board of Directors and/or outside legal counsel before providing their decision.

Clearance, if given, will be only for the precise period specified.

8. Your Responsibility

8.1 Overview	<p>This document is intended to inform you of our policies prohibiting insider trading. It is not intended to completely explain the legal restrictions and consequences of trading in ResMed Securities. We strongly encourage you to consult with your own legal and tax advisors before engaging in any transaction involving ResMed Securities or the securities of companies with which we do business.</p> <p>Please remember that you are ultimately responsible for complying with the laws prohibiting insider trading and that violating those laws can result in both civil and criminal penalties (including jail) as well as great embarrassment to you and ResMed.</p> <p>It is our policy to cooperate fully with the SEC and other governmental and regulatory authorities in investigating possible violations by Employees and others of applicable laws and regulations. If appropriate, we will assist authorities in the investigation and prosecution of persons who engage in illegal conduct.</p> <p>This policy may be amended or supplemented at any time by our Global General Counsel, Chief Executive Officer or Chief Financial Officer. Any such amendments or supplements will become effective immediately.</p>
8.2 Acknowledgement Form for Employees	<p>Every Employee may be required to sign, initially and from time to time, an Acknowledgement Form, in the form attached as Exhibit A, stating that he or she has received, has read, and understands this policy and agrees to comply, and has complied, with its prohibitions and requirements. You will be notified from time to time when the Acknowledgment Form must be submitted.</p>

9. **Exhibit A: Acknowledgement Form for Employees**

<p style="text-align: center;">ACKNOWLEDGEMENT FORM</p> <p>The undersigned, as an Employee of ResMed Inc. (as defined in the Policy on Insider Trading and Unauthorized Use or Disclosure of Confidential Information dated May 2020 (the “Policy”)), hereby certifies and represents to ResMed Inc. that he or she has received, read and understands the Policy (and the Supplemental Policy on the Section 16 Compliance Program, if the undersigned is a Section 16 Person (as defined therein)), and agrees to comply, and has complied, with the Policy (and the Supplemental Policy on the Section 16 Compliance Program, if the undersigned is a Section 16 Person; see Exhibit B for Section 16 Compliance Program) in its entirety:</p>
<p>Employee signature:</p>
<p>Print Name:</p>
<p>Title:</p>
<p>Executed on:</p>
<p>Company/Location:</p>

10. Exhibit B: ResMed Inc. Supplemental Policy on Section 16 Compliance Program

10.1 Overview

The directors and executive officers of ResMed Inc. and certain other persons identified from time to time by our Global General Counsel are subject to Section 16 of the Securities Exchange Act of 1934, as amended (“Section 16 Persons”). In addition to complying with all other policies and procedures in the ResMed Inc. Policy on Insider Trading and Unauthorized Use or Disclosure of Confidential Information (the “Policy”), Section 16 Persons must also comply with this Supplemental Policy on Section 16 Compliance Program.

Section 16(a) of the Securities Exchange Act of 1934, and the related rules of the SEC, require our Section 16 Persons to report all transactions involving ResMed Securities (including options, warrants, and other “derivative securities”) to the SEC. Almost all transactions must be reported within two business days after the transaction date.

Section 16(b) requires ResMed to recover any deemed profit resulting from any sale and purchase, or purchase and sale, by a Section 16 Person within a six-month period. It makes no difference how long the shares were held or whether the Section 16 person was in possession of material non-public information at the time of the trades. Moreover, under the profit calculation rules, the highest-priced sale will be matched with the lowest-priced purchase, regardless of the order in which the transactions occurred or whether there is any overall profit. If you do not immediately disgorge any such profit to ResMed, you can expect to receive a demand letter or civil complaint from one or more plaintiffs’ lawyers who specialize in Section 16 actions. Transactions that occur for up to six months after you cease to be a Section 16 Person may also give rise to Section 16(b) liability.

The Section 16 reporting requirement and short swing profit recovery rules extend to transactions by family members sharing a Section 16 Person’s household, and transactions in which a Section 16 Person is deemed to have an indirect pecuniary interest (such as transactions by trusts, corporations, or partnerships in which the Section 16 Person has or shares control).

Under SEC rules, certain transactions, including gifts, approved option grants, in-the-money option exercises, and other transactions

	<p>under employee benefit plans such as the Employee Stock Purchase Program, are considered “exempt transactions” under Section 16(b) and do not give rise to profit recovery. These exempt transactions in most cases are still required to be reported to the SEC generally within two business days after the transaction date.</p>
<p>10.2 Consequences of failure to report</p>	<p>The SEC’s rules require companies to list in their annual proxy statement the name of any Section 16 Person who, during the preceding fiscal year, failed to file on a timely basis any of the required reports.</p> <p>The consequences of filing a late report or not filing a required report can be significant:</p> <ul style="list-style-type: none"> • You and ResMed may be the subject of adverse publicity as a result of disclosures in the proxy statement. • You may be subject to an SEC “cease and desist” order. • You may be required to pay substantial fines for each filing violation. • Willful failures to file can be, and occasionally have been, prosecuted as a criminal violation of the federal securities laws. <p>Section 16 Persons should note that even if a transaction is properly reported the transaction can give rise to liability under Section 16(b) if it can be “matched” against another transaction occurring within six months.</p>
<p>10.3 Filing Responsibilities and Required Forms</p>	<p>Under Section 16, you, as a Section 16 Person, are personally liable for the failure to file required reports on a timely basis. To assist our Section 16 Persons in meeting required filing deadlines, the office of the Global General Counsel will prepare and file required Section 16 reports for all ResMed approved transactions, unless you have indicated that you prefer to prepare and file your own reports. You are requested to maintain a power of attorney that will give our Global General Counsel, Chief Financial Officer, and other persons they may designate the authority to prepare and file on your behalf any required forms. The following required forms are required to be filed under Section 16:</p> <ul style="list-style-type: none"> • Form 3 must be electronically filed with the SEC when a person first becomes subject to Section 16. The Form 3 requires the Section 16 Person to list all holdings of ResMed

stock, options or other “derivative securities.” The Form 3 must be electronically received by the SEC within ten calendar days after becoming a Section 16 Person.

- Form 4 must be electronically filed with the SEC whenever there is a change in the beneficial ownership of securities, including purchases and sales of ResMed stock, option grants and exercises, acquisition of dividend equivalents and certain other employee benefit plan transactions and changes in the nature of the ownership (e.g., from direct to indirect). All Forms 4 must be received by the SEC via EDGAR no later than the second business day after the transaction date. The limited exception to this two day filing requirements is for certain transactions under Rule 10b5-1 trading plans and under multi-fund employee benefit plans where the insider does not control the timing of transaction execution; in these circumstances the Form 4 may be electronically filed two days after the Section 16 person’s receipt of notice of the transaction, which notice must occur no later than the third day after the transaction date. Acquisitions of shares under the ResMed Employee Stock Purchase Plan do not need to be reported on a Form 4.
- Form 5 must be electronically filed with the SEC within 45 days after the end of our fiscal year to report gifts and inheritances that occurred during the year and to report failures to file previously due reports.

Additionally, as noted above, Form 5 requires the reporting of any transactions that should have been reported during the fiscal year on a Form 3 or Form 4 but were not. Section 16 Persons (excluding 10% Stockholders) will be required to provide ResMed with a written representation at each fiscal year-end stating:

- That you have pre-cleared all transactions during the fiscal year as required herein, and
- If applicable, that no Form 5 is due because all holdings and transactions previously have been reported on Form 3 or Form 4 by you.

10.4 Preparing and reviewing Forms 3, 4 and 5

The office of the Global General Counsel and the Global Stock Plan Manager will oversee the preparation of the Section 16 forms (unless you have indicated that you prefer to prepare and file your own Form 4s). For transactions that are under our control, such as

option grants, we will endeavour to prepare the forms and obtain your review and signature in advance.

For your personal transactions, and due to the two business day electronic filing requirement, it is essential that you respond promptly to the office of the Global General Counsel, provide all information necessary for SEC reporting, and otherwise assist in completing the required forms, if you wish to obtain approval of and to proceed with any proposed transaction.

10.5 Broker Transactions

Section 16 Persons are required to instruct their broker who handles trades in ResMed stock to:

- Verify with our Global General Counsel that the proposed trade was pre-cleared by ResMed in advance of entering any trading order for ResMed stock;
- Confirm that the brokerage firm's compliance procedures have been followed in connection with all trades, including Rule 144 for trades on the New York Stock Exchange; and
- Report to our Global General Counsel and Global Stock Plan Manager the quantity and price of any trade promptly on the day of execution of the trade.

10.6 Rule 144

SEC Rule 144 imposes a series of restrictions upon the sale of ResMed common stock by affiliates of ResMed, including our directors and executive officers. These restrictions may be summarized as follows:

- **Volume Limitations.** Total sales of ResMed common stock by a covered individual for any three-month period may not exceed the greater of: (i) 1% of the total number of outstanding shares of ResMed common stock, as reflected in the most recent report or statement published by ResMed, or (ii) the average weekly reported volume of such shares traded during the four calendar weeks preceding the filing of the requisite Form 144 Notice.
- **Method of Sale.** The shares must be sold either in a "broker's transaction" or in a transaction directly with a "market maker." A "broker's transaction" is one in which the broker does no more than execute the sale order and receive the usual and customary commission. Neither the broker nor the selling officer or director can solicit or arrange for the sale order. In addition, the selling officer or Board member must not pay any fee or commission other than to the broker. A

	<p>“market maker” includes a specialist permitted to act as a dealer, a dealer acting in the position of a block positioner, and a dealer who holds itself out as being willing to buy and sell ResMed common stock for their own account on a regular and continuous basis.</p> <ul style="list-style-type: none"> • Notice of Proposed Sale. A notice of the sale (the Form 144 Notice) must be filed with the SEC at the time of the sale. Stock brokers generally have internal procedures for executing sales under Rule 144 and will assist you in completing the Form 144 Notice and in complying with the other requirements of Rule 144. Three copies of the completed Form 144 Notice, one of which you are to manually sign, must be filed with the SEC. The forms must be mailed for filing on the same day as the sell order is placed with the broker in reliance on Rule 144 or on the day the sale is executed directly with a market maker.
<p>10.7 Ultimate Responsibility is Yours</p>	<p>Although ResMed offers to assist its Section 16 Persons to help them comply with the Section 16 rules, it remains your obligation to see that your filings are accurate and made on time, and that you have no Section 16(b) or Rule 10b-5 insider trading liability. ResMed cannot assume any legal responsibility in this regard. Under the law, if a filing is missed, you are personally responsible, notwithstanding that ResMed has undertaken to prepare a required form. Please do not hesitate to call the Global General Counsel (or the Chief Financial Officer in that person’s absence) if you have any questions about any proposed transaction, the Section 16 reporting requirements generally, or regarding any particular transaction.</p>