



## RESMED INC.

### NOMINATING AND GOVERNANCE COMMITTEE CHARTER

The ResMed Inc. board of directors adopted this revised nominating and governance committee charter on May 11, 2018.

#### 1. PURPOSE.

The primary purpose of the nominating and governance committee is to assure that the composition, practices, and operation of the board of directors contribute to value creation and effective representation of ResMed shareholders. The committee assists the board, the chair, and the chief executive officer with selecting board and committee members, committee selection and rotation practices, evaluating the board's overall effectiveness, and reviewing and considering developments in corporate governance practices.

#### 2. COMPOSITION.

**2.1. Qualification.** The committee will consist of three or more directors as determined by the board, each of whom meets all of the following qualifications:

**a. Non-management director.** Each director will, while serving as a member, be:

1. a "non-employee director" as that term is used by Securities and Exchange Act Rule 16b-3; and
2. an "independent director" as that term is used by the New York Stock Exchange.

**b. Regulatory requirements.** Each director will meet all other standards (if any) required by any other applicable law or regulation, such as the State of Delaware, the US Securities and Exchange Commission, New York Stock Exchange, or the Australian Securities Exchange;

- c. **Independent judgment.** Each director will be free from any relationship that, in the opinion of the board, would interfere with the exercise of independent judgment as a committee member; and
- d. **Experience.** Each director will possess experience that, in the board's business judgment, would help the committee in its functions.

## 2.2. Selection.

- a. **Members.** The board will appoint committee members, after considering recommendations from this committee. Committee members will serve until their successors are appointed and qualified.
- b. **Chair.** The board may designate one of the committee members to serve as committee chair. If the board does not designate a chair, the committee may designate a chair by majority vote of the full committee.

- 2.3. **Removal.** The board may, in its discretion and with or without cause, remove committee members from the committee.

## 3. RESPONSIBILITIES AND DUTIES

The committee has the following powers and duties:

- 3.1. **Board Development.** Develop a board, which is diverse in nature and provides management with experienced and seasoned advisors in fields related to current or future business directions of the company.
- 3.2. **Identify Board Candidates.** Identify individuals qualified to become board members, consistent with criteria approved by the board, and recommend to the board nominees for board membership, whether for the slate of director's nominees to be proposed by the board to the shareholders or any director nominees to be elected by the board to fill interim director vacancies.
- 3.3. **Director Removal.** In appropriate circumstances, the committee, in its discretion, will consider and may recommend the removal of a director, in accordance with the applicable provisions of the company's certificate of incorporation and bylaws.
- 3.4. **Majority Voting.** Unless the board has established an alternative committee in accordance with ResMed's policy statement on majority voting, deliberate and take such actions as the committee deems appropriate regarding incumbent directors who fail to receive the required vote for re-election, including accepting or not accepting any previously tendered resignation on behalf of the

company or requesting that any such director submit his or her resignation to the company and taking such other actions as are contemplated by the policy.

- 3.5. Committee Membership.** Recommend the appointment of directors to committees and suggest rotations for chairpersons of committees of the board, as it deems desirable from time to time.
- 3.6. Corporate Governance.** Regularly review issues and developments related to corporate governance issues and develop and recommend governance standards and guidelines to the board.
- 3.7. Meeting Procedures.** Evaluate and recommend any revisions to board and committee meeting policies and logistics.
- 3.8. Board Evaluation.** Oversee the evaluation of the board, including by soliciting input from the board and conducting a review of the effectiveness of the operation of the board and its committees, including reviewing governance and operating practices. The committee will conduct this review at the frequency and in the manner it deems appropriate.
- 3.9. Management Development & Succession Planning.** The committee will, periodically, review with management and with the board matters related to executive officers' development and succession planning for the chief executive officer and other executive officer positions.
- 3.10. Annual Review of Committee Performance.** The committee will annually evaluate its own performance, including its compliance with this Charter, and provide the board with any recommendations for changes in procedures and policies governing the committee.
- 3.11. Charter.** The committee will periodically review and assess the adequacy of this charter, and recommend any proposed changes to the board for its consideration.

#### **4. DELEGATION.**

In fulfilling its responsibilities, the committee may delegate any or all of its responsibilities to a subcommittee of the committee, to the extent consistent with the company's certificate of incorporation, bylaws, and any applicable laws or rules of the SEC, NYSE, ASX, or any other regulator with authority over the company.

## 5. MEETINGS AND PROCEDURES.

- 5.1. Number of Meetings.** The committee will meet at least two times per year, and more frequently as the committee deems necessary or desirable.
- 5.2. Procedures.** The chair (or in his or her absence, a member designated by the chair) will preside at each meeting of the committee and set the agenda for committee meetings. The committee will have the authority to establish its own rules and procedures for notice and conduct of its meetings, so long as they are consistent with the company's bylaws.
- 5.3. Attendance by Non-members.** All non-management directors that are not members of the committee may attend and observe meetings of the committee, but will not participate in any discussion or deliberation unless invited to do so by the committee, and in any event will not be entitled to vote. The committee may, at its discretion, include in its meetings members of the company's management, or any other person whose presence the committee believes to be desirable and appropriate. Notwithstanding the foregoing, the committee may exclude from its meetings any person it deems appropriate, including but not limited to, any non-management director that is not a member of the committee.
- 5.4. Consultants.** The committee has the sole authority to retain and terminate independent counsel or other outside expert or advisor that the committee believes to be desirable and appropriate, and sole authority to approve the advisor's fees and other retention terms. The committee, in its discretion, may also use the services of the company's regular inside or outside legal counsel, accounting, or other advisors to the company. The company will provide for appropriate funding, as determined by the committee, to compensate any advisors retained by the committee. In the exercise of its judgment the committee is not required to implement or act consistently with the advice or recommendations of any consultant, legal counsel, or other advisor.
- 5.5. Report to the Board.** The chair will report to the board regarding the activities of the committee at appropriate times and as otherwise requested by the chair of the board.

## 6. CHAIR TO SERVE AS DIRECTOR

- 6.1. Qualification.** If the chair of the board does not meet the independence qualifications in section 2.1.a, above, then the chair of the nominating and governance committee will also serve as Lead Director.
- 6.2. Responsibilities and Duties.** The responsibilities and duties of the Lead Director will be as follows:

- a. **Preside at Executive Sessions.** Preside over meetings in the absence of the chair of the board, including executive sessions of the independent directors.
- b. **Call Meetings.** Call meetings of the independent directors and set the agenda.
- c. **Liaison.** Act as a liaison between independent directors and the chair. For the sake of clarity, this role is not intended to discourage direct communication among all directors or between independent directors, the chair, and other non-independent directors.
- d. **Meeting Planning.** Provide the chair with input regarding board meeting agendas, as well as the format and adequacy of information presented to the board.
- e. **Shareholder Communications.** Be available, when appropriate, for communications with shareholders and other persons.
- f. **Other duties.** Such other duties as the board, the independent directors, the chair, or the nominating and governance committee may from time to time delegate.