



RESMED INC.

COMPLIANCE OVERSIGHT COMMITTEE CHARTER

The ResMed Inc. Board of Directors adopted this Compliance Oversight Committee charter on November 22, 2019.

1. PURPOSE

- 1.1. **Oversight.** The primary purpose of the Compliance Oversight Committee is to review and oversee ResMed Corp.'s compliance with United States federal health care laws and regulations, and specifically ResMed Corp.'s obligations under the corporate integrity agreement it expects to enter into on or after November 22, 2019.
- 1.2. **Delegation.** At the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of its purposes.
- 1.3. **Access to information; Delegated Authority and Resources**
 - A. In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of ResMed Corp.
 - B. ResMed will provide adequate resources to support the Committee's activities, including compensation of any legal counsel, compliance expert, other advisor required by the corporate integrity agreement, or other advisor or consultant the Committee retains in connection with its oversight obligations.

2. MEMBERSHIP

- 2.1. **Independence.** The Committee will consist of at least three Board members, each of whom the Board has selected and determined to be “independent” under the listing standards of the New York Stock Exchange.
- 2.2. **Audit Committee Membership.** The then-existing members of the Board’s Audit Committee will automatically be the members of the Committee unless otherwise changed by the Board.
- 2.3. **Tenure.** A director designated by the Board as a Committee member will continue to be a member for as long as the member remains a director or until their earlier resignation from the Committee. The Board may remove members from the Committee, with or without cause at any time.
- 2.4. **Committee Chair.** The Chair of the Committee will be appointed from among the Committee members by and serve at the pleasure of the Board, will preside at meetings of the Committee and will have the authority to convene meetings, set agendas for meetings, and determine the Committee’s information needs. In the absence of the Chair at a duly convened meeting, the Committee will select a temporary substitute from among its members to serve as chair of the meeting.

3. MEETING AND PROCEDURES

- 3.1. The Committee will meet at least once during each fiscal quarter and more frequently as it deems desirable.
- 3.2. The Committee will periodically meet separately with the then-serving chief compliance officer of ResMed (without any other member of management present), to enhance the opportunity for the identification and discussion of all issues warranting Committee attention.
- 3.3. The Committee will otherwise establish its own schedule of meetings.
- 3.4. The Committee may act by unanimous written consent of its members, given in writing or digitally.
- 3.5. Notice of meetings will be given to all Committee members, or may be waived, in the same manner as required for meetings of the Board.

- 3.6. Meetings of the Committee may be held by means of telephone conference or other communication equipment by means of which all persons participating in the meeting can hear each other.
- 3.7. A majority of members of the Committee will constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present will constitute the action of the Committee.
- 3.8. The Committee may form and delegate any of its responsibilities to a sub-committee so long as the sub-committee is solely comprised of one or more members of the Committee.
- 3.9. The Committee will otherwise establish its own rules of procedure.
- 3.10. All 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 management of ResMed Corp. or its affiliates, representatives of the independent review organization required by the corporate integrity agreement, the compliance expert, and any other person whose presence the Committee believes to be desirable or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any person it deems appropriate, including, but not limited to, any director that is not a member of the Committee.

4. RESPONSIBILITIES

- 4.1. The Committee will be responsible for the review and oversight of matters related to the Company's compliance with United States federal healthcare program requirements and the obligations of ResMed Corp. under the corporate integrity agreement.
- 4.2. The Committee will be responsible for the following oversight activities:
 - 4.2.1. Meeting at least quarterly with the chief compliance officer, the deputy general counsel of ResMed Corp., and such others as needed to review and oversee ResMed Corp.'s compliance program as related to the corporate integrity agreement, including but not limited to the performance of the compliance officer and the company's compliance committee.

- 4.2.2. Annually reviewing the compliance risk assessment for ResMed Corp. by the chief compliance officer.
- 4.2.3. Annually reviewing the compliance work plan for ResMed Corp. prepared by the chief compliance officer.
- 4.2.4. Annually submitting to the Office of the Inspector General a description of the documents and other materials the compliance oversight committee reviewed, as well as any additional steps taken, such as the engagement of a compliance expert or other third party resources, in its oversight of the compliance program and in support of making the resolution required by the corporate integrity agreement.
- 4.2.5. Upon presentation of satisfactory support, and subject to any exceptions that the Committee identifies, adopting a resolution, signed by each member of the Committee as required by the corporate integrity agreement (as outlined in III.A.3.c of the corporate integrity agreement). At a minimum, the resolution will include the following language:

“The Compliance Oversight Committee has made a reasonable inquiry into the operations of ResMed’s Compliance Program including the performance of the Compliance Officer and the Compliance Committee. Based on its inquiry and review, the Compliance Oversight Committee has concluded that to the best of its knowledge, ResMed has implemented an effective Compliance Program to meet Federal healthcare program requirements and the obligations of the CIA.”

For avoidance of doubt, the Committee may include such additional language as it deems appropriate in its assessment of the Company’s Compliance Program.

If the Committee is unable to provide such a conclusion in the resolution, it will include in the resolution a written explanation of the reasons why it is unable to provide the conclusion and the steps it is taking to require the Company to implement an effective compliance program.

- 4.2.6. Assist the Board in fulfilling its oversight responsibilities regarding ResMed Corp.’s and its affiliates’ policies and processes to comply with United States federal healthcare laws, the United States federal anti-kickback statute, or any other issues related to legal compliance.

5. Report and Self-Evaluate

- 5.1. Conduct an annual self-evaluation of the performance of the Committee, including a review of the adequacy of the Charter annually, and recommend to the Board any amendments the Committee deems appropriate.
- 5.2. Report regularly to the Board on Committee findings and recommendations, and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.
- 5.3. While the Committee has the responsibilities and powers described in this Charter, the Committee and the Board must rely on the expertise and knowledge of management, including the chief compliance officer and chief legal officer. It is the responsibility of management, and not the Committee, to ensure compliance with applicable laws, rules and regulations.