KESTRA MEDICALTECHNOLOGIES, LTD.

CORPORATE GOVERNANCE GUIDELINES

Effective as of March 5, 2025

The Board of Directors (the "Board") of Kestra Medical Technologies, Ltd. (the "Company") has adopted the following Corporate Governance Guidelines (the "Guidelines") to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its shareholders. These Guidelines should be interpreted in the context of all applicable laws and the Company's Memorandum of Association, Amended and Restated Bye-laws (the "Bye-Laws"), and other corporate governance documents, including the Irish Corporate Governance Guidelines ("Irish Guidelines") (See Exhibit A). These Guidelines acknowledge the leadership exercised by the Board's standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. These Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of the Company and its shareholders or as required by applicable laws and regulations.

I. THE BOARD

Size and Term

The Company's Bye-Laws provide that the authorized number of directors will be not less than 6 nor more than 11, subject to the Board's ability to increase or decrease the size of the Board pursuant to the Company's Bye-Laws. The Board will periodically review the appropriate size of the Board. In accordance with the Company's Bye-Laws, at each annual meeting of stockholders, the stockholders shall elect successors to the class of directors of the Board whose term is then expiring. The Board is classified with the terms of office of each of the three classes of directors ending in successive 3 year terms, as provided in the Company's Bye-Laws.

Independence of the Board

Except as otherwise permitted by the applicable rules of the Nasdaq Global Select Market ("Nasdaq"), the Board will be comprised of a majority of directors who qualify as independent directors (the "Independent Directors") as required under Nasdaq rules[1].

Separate Sessions of Independent Directors

The Independent Directors will meet in executive session without non-Independent Directors or management present on a regularly scheduled basis but no less than twice per year. The Board may invite any individuals to its meetings as it deems appropriate. However, the Board shall meet

[1] For the avoidance of doubt, pursuant to the exemption provided to "controlled companies" by the listing rules of Nasdaq, for such time as the Company qualifies as a controlled company as well as any phase-in period for listing in conjunction with an initial public offering, the Company shall not be required to comply with such director independence requirements.

regularly without such individuals present.

Chair of the Board

The chairperson of the Board's responsibilities may include, but are not limited to: presiding over all meetings of the Board, including any executive sessions of the Independent Directors; approving Board meeting schedules and agendas; and acting as the liaison between the Independent Directors and the Chief Executive Officer. The Board may modify its leadership structure in the future as it deems appropriate. The Company will appropriately disclose the name of the chairperson and the method by which interested parties may contact the chairperson, or the independent directors as a group. The Board will conduct an annual assessment of its leadership structure to determine that it is the most appropriate for the Company, taking into account the recommendations of the Nominating and Corporate Governance Committee.

Director Qualification Standards and Additional Selection Criteria

The Nominating and Corporate Governance Committee, in recommending director candidates, and the Board, in nominating director candidates, will evaluate candidates in accordance with the factors set forth in the charter of the Nominating and Corporate Governance Committee and such other criteria as the Board or Nominating and Corporate Governance Committee may determine necessary or appropriate in light of applicable U.S. Securities and Exchange Commission and Nasdaq requirements or other relevant considerations.

Director Orientation and Continuing Education

Management, with the assistance of the Nominating and Corporate Governance Committee, will provide an orientation process for new directors, including background material on the Company and its business. As appropriate, management, with the assistance of the Nominating and Corporate Governance Committee, will provide opportunities for additional educational sessions for directors on matters relevant to the Company and its business including fiduciary duties and other matters as may be appropriate or requested by the Board.

Service on Other Boards

Accepting a directorship with another company that the director did not hold when elected or appointed to the Board will be seen as a reason to review a director's membership on the Board. Service on other boards and/or committees should be consistent with the Company's conflict of interest policies. No director may serve on more than five public company boards (including the Company's Board). No director that is an executive officer of a public company may serve on more than three public company boards (including the Company's Board). The Chair of the Nominating and Corporate Governance Committee shall review the proposed board membership to ensure compliance with applicable laws and policies.

Directors Who Resign or Materially Change Their Current Positions With Their Own Company or Become Aware of Circumstances that May Adversely Reflect upon the Director or the Company

When a director, including any director who is currently an officer or employee of the Company, resigns or materially changes such director's position with such director's employer or becomes aware of circumstances that may adversely reflect upon the director or the Company, such director should notify the Nominating and Corporate Governance Committee of such circumstances. The Nominating and Corporate Governance Committee will consider the circumstances, and may in certain cases recommend that the Board request that the director submit such director's resignation from the Board if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board.

Term Limits

The Board and the Nominating and Corporate Governance Committee do not believe it is in the best interests of the Company to establish term limits at this time. Additionally, such term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

Director Resignations / Retirements / Refusals to Stand for Re-Election

A director who intends to resign or retire or refuses to stand for re-election to the Board must submit written notice to the Company's Corporate Secretary. For resignations and retirements, the director must state the effective date of the resignation or retirement.

Director Responsibilities

The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees. Each director is expected to spend the time and effort necessary to properly discharge such director's responsibilities. These include, but are not limited to:

- exercising their business judgment in good faith;
- acting in what they reasonably believe to be the best interest of all shareholders and ensuring that the Company maintains an active dialogue with shareholders, including by reviewing shareholder proposals and responding to such proposals based on the recommendations of the Nominating and Corporate Governance Committee;
- becoming and remaining well-informed about the Company's business and operations, overall operating, financial and strategic plans, operating goals, performance and general business and economic trends and key risks affecting the Company;
- setting the direction of the Company and monitoring management to ensure that the business of the Company is conducted so as to achieve the Company's objectives and further the long- term interests of its shareholders;
- ensuring that the Company's management maintains an effective system for timely reporting to the Board or appropriate Board committees and to the public as required on the following: (1) the Company's financial and business plans,

strategies and objectives; (2) the financial results and condition of the Company and its business segments; (3) significant accounting, regulatory, competitive, litigation and other issues affecting the Company; and (4) systems of control which promote accurate and timely reporting of financial information to shareholders and compliance with laws and corporate policies;

- promptly disclosing to the Board any existing or proposed relationships with the Company (other than service as a Board member or on Board committees) which could be required to be disclosed or could affect the independence of the director under applicable listing standards, including direct relationships between the Company and the director and the director's family members, and indirect relationships between the Company and any business, nonprofit or other organization in which the director is a general partner or manager, officer, or significant stockholder, or is materially financially interested;

- devising and maintaining a human capital management system and a corporate culture that promote compliance with legal and regulatory requirements and the ethical conduct of the Company's business;

- promoting the long-term sustainable growth of the Company, including considering the social and environmental goals of the Company;

- selecting, evaluating and compensation the Company's CEO and other executive officers and approving the compensation of directors, based on the recommendations of the Compensation Committee; as well as approving, based on recommendation of the Nominating and Corporate Governance Committee, a CEO and other executive officers' succession plans; and

- reviewing the results of the annual board evaluation conducted by the Nominating and Corporate Governance Committee to determine whether the Board and its committees are functioning effectively, and reviewing and approving any amendments to the Company's memorandum of association, Bye-Laws, code of conduct, these corporate governance guidelines, and other corporate governance policies, based on the recommendations of the Nominating and Corporate Governance Committee.

Compensation

The Board believes that director compensation should fairly pay directors for work required in a business of the Company's size and scope, and that compensation should align directors' interests with the long-term interests of shareholders. The Compensation Committee will review and make recommendations to the Board regarding the cash and equity compensation of directors. The Company's executive officers do not receive additional compensation for their service as directors.

Except as otherwise permitted by the applicable Nasdaq rules, members of the Audit Committee may not directly or indirectly receive any compensation from the Company other than their directors' compensation, including any compensation for service on committees of the Board and the receipt of equity incentive awards.

Stock Ownership

The Company encourages directors to own shares of the Company's stock. However, the number of shares of the Company's stock owned by any director is a personal decision and, at this time, the Board has chosen not to adopt a policy requiring ownership by directors of a minimum number of shares.

Board Access to Senior Management

The Board will have complete access to Company management and other Company personnel in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Any meetings or contacts that a director wishes to initiate may be arranged directly by the director or through such other process or procedures that the Company may establish from time to time.

Board Access to Independent Advisors

The Board committees may hire independent advisors as set forth in their applicable charters. The Board as a whole shall have access to any independent advisor retained by the Company, and the Board shall have the authority, in its sole discretion, to retain and terminate investment banks, outside legal counsel, and such other advisors as it deems necessary to fulfill its duties and responsibilities. However, the Board shall not be required to implement or act consistently with the advice or recommendations of any investment bank, outside legal counsel or other advisor, and the authority granted in these Corporate Governance Guidelines shall not affect the ability or obligation of the Board to exercise its own judgment in fulfillment of its duties. The Board shall set the compensation and retention terms and oversee the work of any investment bank, outside legal counsel or any other advisors. Any communications between the Board and its outside legal counsel will be privileged communications. In discharging responsibilities as a director, a director is entitled to rely in good faith on reports or other information provided by Company management, independent auditors, and other persons as to matters the director reasonably believes to be within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

Funding

The Board shall receive appropriate funding from the Company, as determined by the Board, for the payment of compensation to any investment bank, outside legal counsel and any other advisors, and the ordinary administrative expenses of the Board that are necessary or appropriate in carrying out its duties.

Delegation of Authority

The Board shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more committees as the Board may deem appropriate in its sole discretion.

Books and Records

The Board shall have access to the Company’s books, records, and facilities.

Self-Evaluation

The Nominating and Corporate Governance Committee will oversee an annual assessment of the Board and its committees.

II. BOARD MEETINGS

Frequency of Meetings

The Board will meet at least four (4) times annually at such times and places as it deems necessary to fulfill its responsibilities, subject to the Company’s Bye-Laws and other corporate governance documents, including the Irish Corporate Governance Guidelines. In addition, special meetings may be called from time to time as determined by the needs of the business.

Director Attendance

A director is expected to spend the time and effort necessary to properly discharge such director’s responsibilities. Accordingly, a director is expected to regularly prepare for and attend, in person or by teleconference or videoconference, meetings of the Board and all committees on which the director sits (including separate meetings of the Independent Directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting of the Board or a committee of the Board is expected to notify the Chairperson of the Board or the Chairperson of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference or videoconference in the case of an in-person meeting.

Attendance of Non-Directors

The Board encourages the Chairperson of the Board or of any committee to invite Company management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to (i) provide insight into items being discussed by the Board which involve the manager, advisor, or consultant, (ii) make presentations to the Board on matters which involve the manager, advisor, or consultant, and (iii) bring management into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board’s understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Board members are expected have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

III. COMMITTEE MATTERS

The Board currently has three (3) standing committees: (i) the Audit Committee, (ii) the Compensation Committee; and (iii) the Nominating and Corporate Governance Committee. Each committee will perform its duties as assigned by the Board in compliance with the Company's Bye-Laws and such committee's charter. It is the responsibility of the directors to attend the meetings of the committees on which they serve. The Board may, from time to time, establish additional committees, taking into account the recommendations of the Nominating and Corporate Governance Committee.

IV. SUCCESSION PLANNING

The Nominating and Corporate Governance Committee will (i) oversee and approve the management and board chair succession planning process and (ii) review and evaluate the succession plans relating to the Chief Executive Officer and other executive officer positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

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Exhibit A

Irish Guidelines
(On File with the Company)