

MASIMO CORPORATION

POLICY REGARDING

SECURITY HOLDER RECOMMENDATIONS OF DIRECTOR NOMINEES

LAST AMENDED: JULY 25, 2013

The Nominating, Compliance and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Masimo Corporation (“*Masimo*”) will consider director candidates recommended by Masimo security holders. The Committee does not intend to alter the manner in which it evaluates a candidate for nomination to the Board based on whether or not the candidate was recommended by a Masimo security holder.

Security holders who wish to recommend individuals for consideration by the Committee to become nominees for election to the Board at an annual meeting of stockholders must do so by delivering no later than the close of business on the 120th day nor earlier than the close of business on the 150th day prior to the first anniversary of the preceding year’s annual meeting a written recommendation to the Committee c/o Masimo Corporation, 40 Parker, Irvine, CA 92618, Attn: Corporate Secretary. Each written recommendation must set forth:

- the name and address of the Masimo security holder(s) on whose behalf the recommendation is being made;
- the class and number of shares of Masimo stock that are owned beneficially by such security holder(s) on whose behalf the recommendation is being made as of the date of the written recommendation;
- the proposed director candidate’s full legal name, age, business address and residential address;
- a description of the proposed director candidate’s principal occupation or employment and business experience for at least the previous five years;
- complete biographical information for the proposed director candidate;
- a description of the proposed candidate’s qualifications as a director;
- the class and number of shares of Masimo stock that are beneficially owned by the proposed director candidate as of the date of the written recommendation; and
- any other information relating to the proposed director candidate that is required to be disclosed in solicitations for proxies for election of directors

pursuant to Regulation 14A promulgated under the Securities Exchange Act of 1934, as amended.

Each submission must be accompanied by the written consent of the proposed candidate to be named as a nominee and to serve as a director if elected.

If a proposed director candidate is recommended by a security holder in accordance with the procedural requirements discussed above, the Corporate Secretary will provide the foregoing information to the Committee. The Committee will evaluate the proposed director's candidacy and recommend whether the Board should nominate the proposed director candidate for election by Masimo's stockholders.

AMENDMENT; WAIVER; INTERPRETATION

This Policy has been approved by the Committee and is intended to serve as a framework within which the Board, the Committee and the Company may act with respect to the matters contemplated herein. It is not intended to and shall not create a set of legally binding obligations on the Board, the Committee or the Company. The Board or the Committee may amend, waive, suspend or repeal this Policy, or any portion of it, at any time, with or without public notice, as it determines necessary or appropriate. In the event the Board or the Committee ratifies or approves any action, matter or interpretation that may be deemed to be inconsistent with the terms of this Policy or any prior policy, this Policy and any such prior policy shall be deemed automatically amended to comport, in all respects, with such action, matter or interpretation.