

MASIMO CORPORATION
CORPORATE GOVERNANCE GUIDELINES

LAST AMENDED: JULY 25, 2013

The Board of Directors (the “**Board**”) of Masimo Corporation (the “**Company**”) has adopted the following Corporate Governance Guidelines (the “**Guidelines**”) to assist the Board in the exercise of its responsibilities.

These Guidelines are intended to serve as a framework within which the Board 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 or the Company. The Board may amend these Guidelines, or any portion of them, at any time as it determines necessary or appropriate. In the event the Board ratifies or approves any action, matter or interpretation that may be deemed to be inconsistent with the terms of these Guidelines or any prior guidelines of the Board, these Guidelines and any such prior guidelines shall be deemed automatically amended to comport, in all respects, with such action, matter or interpretation.

1. Joint Chairman and CEO. It is the policy of the Company that the positions of Chairman of the Board and Chief Executive Officer of the Company be held by the same person, except in unusual circumstances.

2. Director Service on Other Public Boards. Ordinarily, directors should not serve on more than four boards of publicly-held companies, including the Board. Current positions in excess of these limits may be maintained unless the Board determines that doing so would impair the director’s service on the Board. No director will serve on the board of directors of any Company competitor, publicly-held or privately-held. The determination of what constitutes a “Company competitor” is entirely at the discretion of the Board and the Board may waive this requirement at its discretion if it believes such waiver is in the interest of the Company.

3. Outside Director Stock Ownership Requirements. The Company encourages outside directors to purchase and own shares of the Company’s stock. However, the number of shares of the Company’s stock owned by any outside director is a personal decision and, at this time, the Board has chosen not to adopt a policy requiring ownership of a minimum number of Company shares by outside directors.

4. Term Limits. The Board does not endorse arbitrary term limits on directors’ service, nor does it believe in automatic re-nomination of directors. While term limits could help insure that there are new ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who over time have developed increasing insight into the Company and its operations.

5. Annual Meeting Attendance. All Board members are invited to attend the Company’s annual meetings of stockholders. Board members may attend annual meetings of stockholders in person, by telephone or by webcast, if available.

6. Executive Sessions. Executive sessions, or meetings of outside directors without management present, will be held regularly to review the report of the Company's independent registered public accounting firm, the criteria upon which the performance of the Chairman/CEO and other senior managers are based, the performance of the Chairman/CEO and other senior managers against such criteria, the compensation of the Chairman/CEO and other senior managers, and any other relevant matters. Meetings will be held from time to time with the Chairman/CEO for a general discussion of relevant subjects.

7. Annual Review. The Guidelines will be reviewed by the Board or its Nominating, Compliance and Corporate Governance Committee at least annually.