RESMED INC.

COMPENSATION AND LEADERSHIP DEVELOPMENT COMMITTEE CHARTER

The ResMed Inc. ("Resmed" or the "Company") Board of Directors (the "Board") adopted this Compensation and Leadership Development Committee charter on May 15, 2026.

1. PURPOSE

1.1. Officer, Director, and Executive Compensation. The purpose of the Compensation and Leadership Development Committee (the "Committee") is to assist the Board in fulfilling its oversight responsibilities relating to the compensation of officers, directors, and executives of the Company and to assist the Board in overseeing the Company's strategies related to human capital management.

1.2. Philosophy, Practices, and Procedures. The Committee may also advise the Board regarding the Company's compensation philosophies, practices, and procedures.

1.3. Leadership Development. The Committee will also provide oversight on the Company's processes for developing key leadership skills for senior employees that may be considered for future executive leadership. The Committee will periodically advise the remainder of the Board on the leadership development efforts of the Company.

2. COMPOSITION.

2.1. Qualification. The Committee will consist of three or more directors as determined by the Board, each of whom meet all of the following qualifications:

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

1. a "non-employee director" as such term is defined in Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");

2. an "outside director" as such term is used by Section 162(m) of the Internal Revenue Code of 1986; and

3. an "independent director" as such term is used by the New York Stock Exchange (the "NYSE").

b. Independence determination. In determining the independence of any member, the Board will consider all factors specifically relevant to determining whether a director has a relationship to the listed company material to that director's ability to be independent from management in connection with the duties of a compensation committee member, including:

1. the source of the director's compensation, including any consulting, advisory or other compensatory fee paid by ResMed to the director; and

2. whether the director is affiliated with ResMed, its subsidiaries, or an affiliate of one of its subsidiaries.

c. 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 (the "SEC"), the NYSE, or the Australian Stock Exchange ("ASX");

d. 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

e. 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 the Nominating and Governance 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. Chief Executive Officer Compensation. The Committee will annually review and approve corporate goals and objectives relevant to Chief Executive Officer compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and, either as a Committee, or together with the other independent directors (as directed by the Board), determine and approve the Chief Executive Officer's compensation based on its evaluation.

3.2. Other Executive Compensation. The Committee will annually review and approve the compensation of "executive officers" as such term is defined in Rule 16a-1(f) of the Exchange Act, as well as the other members of the executive leadership team, including review and approval of base salary, annual incentives, long term incentives (such as equity-based compensation), and perquisites and benefits.

3.3. Executive Contracts. The Committee will review and approve any employment, severance, or change of control agreements with the Chief Executive Officer and other executive officers.

3.4. Compensation Risks. The Committee will evaluate risks associated with and potential consequences of the Company's compensation policies and practices, as applied to all employees of the Company, and assess whether risks and consequences arising from the Company's compensation policies and practices, as they may be mitigated by other compensation policies and practices, are reasonably likely to have a material adverse effect on the Company.

3.5. Committee Report. The Committee will issue an annual report on executive compensation, to be included in the Company's proxy statement or annual report on Form 10-K, in accordance with applicable law and regulation.

3.6. Compensation Discussion and Analysis. The Committee will review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A"), and based on that review and discussion, recommend to the Board whether the Company's CD&A should be included in its proxy statement or annual report on Form 10-K.

3.7. Compensation Plans. The Committee will periodically review and make recommendations to the Board regarding the adoption, amendment, or rescission of incentive compensation plans and equity-based plans. The Committee will have all authority of the Board to conduct the general administration of the Company's incentive compensation plans, and such other powers as the Board or the incentive plans may give the Committee.

3.8. Say on Pay Vote. The Committee will review and recommend to the Board for approval the frequency with which the Company will conduct a stockholder advisory vote to approve the compensation of the Company's named executive officers ("Say on Pay Vote"), taking into account the results of the most recent stockholder vote on the frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and confer with the Lead Director proposals regarding the Say on Pay Vote to be included in the Company's proxy statement. The Committee will evaluate Say on Pay Vote outcomes and other stockholder input on executive compensation pay programs as part of the Committee's ongoing assessment of executive compensation programs and policies.

3.9. Clawback Policy. The Committee will, review and make recommendations to the Board regarding the adoption or amendment of incentive-based compensation recovery, or "clawback" policies, and will implement, administer, and, as necessary, interpret any clawback policy as it deems appropriate.

3.10. Stock Ownership Policy. The Committee will, review and make recommendations to the Board regarding the adoption or amendment of stock ownership policies for ResMed executive officers, directors, and others, and will implement, administer, and, as necessary, interpret any stock ownership policy as it deems appropriate.

3.11. Non-Executive Compensation. The Committee may periodically review and approve the compensation of Company employees who are not "executive officers" as such term is defined in Rule 16a-1(f) of the Exchange Act, including review and approval of base salary, annual incentives, long term incentives (such as equity-based compensation), benefits, and contracts.

3.12. Director Compensation. The Committee will, periodically, review and recommend to the Board the compensation of Board members for service on the Board and its committees, including cash payments, equity awards and other benefits. In considering director compensation and other benefits, the Committee may take into consideration the relative responsibilities of directors in serving on the Board and its various committees and the status of the Board's compensation in relation to similarly situated companies.

3.13. Equity Plan Administration. The Committee will administer the Company's equity-based compensation plans in accordance with the terms of such plans, including its 2009 Incentive Award Plan, as Amended and Restated and its 2018 Employee Stock Purchase Plan, and any successor plans, and will function as the "Committee" referred to in those plans, unless the Board directs otherwise. The Committee's administration will include approving grants under the plans, adopting procedures for the plans, and, as necessary, interpreting the plans.

3.14. ERISA Plans. The Committee will assist the Board in fulfilling its fiduciary duties under the Employee Retirement Income Security Act of 1974,

sponsored by the Company and by its majority-owned US subsidiaries, and will render any appropriate reports to the Board.

3.15. Material Transactions. The Committee will, as it deems necessary or advisable, review the impact of any potential material transactions, such a merger, acquisition, or spin-off, on management succession and compensation plans.

3.16. Human Capital Management. The Committee will oversee the Company's human capital management strategy.

3.17. Annual Review of Committee Performance. The Committee will annually review its own performance.

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 other Board members, or to Company officers, to the extent consistent with the Company's certificate of incorporation, bylaws, and any applicable laws or rules of any regulator with authority over the Company, such as the SEC, NYSE, or ASX.

5. MEETINGS AND PROCEDURES.

5.1. Number of Meetings. The Committee will meet at least two times a year, and more frequently as the Committee deems necessary or advisable.

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.

a. Retention. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel, or other adviser to advise it on any matters within the scope of its responsibilities and duties, including executive compensation and director compensation.

b. Responsibility. The Committee will be directly and solely responsible for the appointment, compensation, and oversight of the work of any adviser retained by the Committee, including authority to approve the advisor's fees and other retention terms.

c. Funding. Resmed will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser the Committee retains.

d. Independence assessment. The Committee may select an adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

1. The provision of other services to the listed company by the person that employs the adviser;

2. The amount of fees received from Resmed by the person that employs the adviser, as a percentage of the total revenue of the person that employs the adviser;

3. The policies and procedures of the person that employs the adviser that are designed to prevent conflicts of interest;

4. Any business or personal relationship of the adviser with a member of the Committee;

5. Any stock or depositary instruments of Resmed owned by the adviser; or

6. Any business or personal relationship of the adviser or the person employing the adviser with an executive officer of the listed company.

e. No assessment needed. The Committee is not required to make the independence assessment outlined above regarding:

1. Resmed's regular inside legal counsel; or

2. any adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K:

   i. consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors

of the listed company, and that is available generally to all salaried employees; or

ii. providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the adviser, and about which the compensation consultant does not provide advice.

f. Independence not required. The Committee may select or receive advice from any adviser it prefers including advisors that are not independent, after considering the six independence factors outlined above.

g. Committee's judgment. In exercising its own judgment in fulfillment of its duties, the Committee is not required to implement or act consistently with the advice or recommendations of any compensation consultant, legal counsel, or other advisor.

5.5. Engagement with stockholders on compensation topics. The Committee, chair, or individual members may, in consultation with management and the Nominating and Governance Committee of the Board, engage with stockholders, proxy advisory firms and other stockholder groups on executive compensation matters.

5.6. 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 Chairman of the Board.

ResMed	**COMPENSATION AND LEADERSHIP DEVELOPMENT COMMITTEE CHARTER**	
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