

**CHARTER OF THE COMPENSATION AND HUMAN CAPITAL MANAGEMENT  
COMMITTEE OF THE BOARD OF DIRECTORS OF  
IRHYTHM HOLDINGS, INC.**

(As adopted on January 12, 2026)

**PURPOSE**

The purpose of the Compensation and Human Capital Management Committee (the “**Compensation Committee**”) of the Board of Directors (the “**Board**”) of iRhythm Holdings, Inc. (the “**Corporation**”) shall be to:

- Provide oversight of the Corporation’s compensation policies, plans and benefits programs and overall compensation philosophy.
- Oversee the Corporation’s strategies and policies related to the management of human capital.
- Discharge the Board’s responsibilities relating to (1) review and recommendations to the Board regarding the compensation of the Corporation’s Chief Executive Officer (“**CEO**”) and the non-employee directors of the Board, and (2) the evaluation and approval of compensation of the other individuals who are deemed to be “executive officers” of the Corporation under Rule 3b-7 and “officers” of the Corporation under Rule 16a-1(f) promulgated under the Securities Exchange Act of 1934, as amended (the “**executive officers**”).
- Administer the Corporation’s cash- and equity-based compensation plans for its directors, executive officers, and employees and grant equity awards pursuant to plans approved by the stockholders of the Corporation or outside of such plans.

The Compensation Committee shall seek to ensure that the Corporation structures its compensation plans, policies and programs in a manner designed to attract and retain the best available personnel for positions of substantial responsibility with the Corporation, to maintain appropriate levels of risk and reward, to support the achievement of the Corporation’s goals, to provide incentives for such persons to perform to the best of their abilities for the Corporation and to promote the success of the Corporation’s business. The Compensation Committee is also responsible for producing an annual report on executive compensation for inclusion in the Corporation’s annual report on Form 10-K or proxy statement, as applicable.

The Compensation Committee has the authority to undertake the specific duties and responsibilities as are enumerated in or consistent with this charter, and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

**COMPOSITION**

1. **Membership and Appointment.** The Compensation Committee shall consist of at least two members of the Board, with the exact number determined by the Board. Members of the Compensation Committee shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee and will serve at the Board’s discretion. Members of the Compensation Committee shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, removal, retirement, disqualification or death. Members of the Compensation Committee may be replaced or removed by the Board at any time, with or without cause. Resignation or removal of a director from the Board, for whatever

reason, will automatically constitute resignation or removal, as applicable, from the Compensation Committee.

2. Qualifications. Members of the Compensation Committee must meet the following criteria, unless otherwise approved by the Board:

- The independence requirements of the rules and regulations of the SEC (as defined below) and of the listing standards of the securities exchange on which the Corporation is listed.
- The “non-employee director” definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).
- Such other qualifications as may be established by the Board from time to time, or as required by applicable law or the rules and regulations of the Securities and Exchange Commission (the “**SEC**”) or the securities exchange on which the Corporation is listed.
- Subject to the foregoing, each member of the Compensation Committee will automatically cease to be a member if he or she ceases to be an independent director.

3. Chairperson. The Board may designate a chairperson of the Compensation Committee (the “**Chairperson**”). In the absence of that designation, the Compensation Committee may designate a Chairperson by majority vote of the Compensation Committee members, provided that the Board may replace any Chairperson designated by the Compensation Committee at any time. The Chairperson will set the agenda for, preside over and conduct the proceedings of the Compensation Committee meetings and report regularly to the Board regarding the Compensation Committee’s activities.

## RESPONSIBILITIES

The following are the principal recurring responsibilities of the Compensation Committee. The Compensation Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board or the Compensation Committee deem appropriate. In carrying out its responsibilities, the Compensation Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

1. Review Compensation for Executive Officers. The Compensation Committee shall:

- Review annually and make recommendations to the Board regarding the corporate goals and objectives applicable to the CEO’s compensation, assist the Board with the evaluation of the CEO’s performance, and consider the results of the Board’s evaluation and other factors related to the performance of the Corporation in making recommendations to the Board regarding the compensation level of the CEO. The CEO may not be present during deliberations or voting on such matters.
- Review annually and make recommendations to the Board regarding the CEO’s (1) base salary, (2) incentive bonus, including the specific goals and amount, (3) equity compensation, (4) any employment agreement, severance arrangement or change of control protections, and (5) any other benefits, compensation or similar arrangements (including, without limitation, perquisites and any other form of compensation such as a signing bonus or payment of relocation costs) as the Compensation Committee deems appropriate. In evaluating and making recommendations regarding CEO compensation, the Compensation Committee shall consider the results of the

most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act. The CEO may not be present during deliberations or voting on such matters.

- Review annually with the CEO the job performance of the executive officers, and in consultation with the CEO, review and approve, or in the Compensation Committee's discretion, recommend to the Board for approval, items (1) through (5) in the previous bullet for other executive officers and for such other employees of the Corporation as the Compensation Committee shall determine. An executive officer may not be present during deliberations or voting on such matters with respect to such executive officer. In evaluating and determining the Corporation's overall executive officer compensation program, the Compensation Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act.
- Review and approve, or in the Compensation Committee's discretion, recommend to the Board for approval, any compensatory contracts, severance, any change in control agreements or provisions or similar transactions or arrangements with current or former executive officers of the Corporation and such other service providers as the Compensation Committee shall determine, including consulting arrangements, employment contracts, severance or termination arrangements, which shall include any benefits to be provided in connection with a change of control. In this regard, the Compensation Committee shall have the power and authority to adopt, amend and terminate such contracts, transactions or arrangements, except with respect to compensatory contracts or similar transactions or arrangements with the CEO, in which case the Compensation Committee shall make recommendations to the Board.

2. Oversee Compensation Plans and Programs. The Compensation Committee shall:

- Review, administer, and approve, or in the Compensation Committee's discretion, recommend to the Board for approval, annual and long-term incentive compensation plans for directors, executive officers, and other members of senior management.
- Administer and interpret the Corporation's equity incentive plans. In its administration of the plans, the Compensation Committee may (i) grant stock options, share purchase rights, restricted stock units or other equity-based or equity-linked awards to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Exchange Act in compliance with Rule 16b-3 promulgated thereunder and excluding grants to members of the Board) and in accordance with procedures and guidelines, if any, as may be established by the Board, (ii) amend such stock options, share purchase rights, restricted stock units or equity-based or equity-linked awards and (iii) determine whether awards granted under the plans that have performance-related criteria have been earned. The Compensation Committee may also adopt, amend and terminate such plans including approving changes in the number of shares reserved for issuance thereunder subject to obtaining any required stockholder approval, or in the Compensation Committee's discretion, recommend to the Board for adoption, amendment or termination of such plans.
- Oversee the Corporation's overall compensation philosophy, compensation plans and benefits programs, that the Compensation Committee deems appropriate, and approve, or, in the discretion of the Compensation Committee, make recommendations to the Board for approval with respect to improvements or changes to such plans or programs or the termination or adoption of plans or programs when appropriate.

- If applicable, review and recommend to the Board for approval the frequency with which the Corporation will conduct stockholder advisory votes on executive compensation (“**Say on Pay Vote**”), taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Corporation’s proxy statement.
- Review and recommend to the Board, on an at least annual basis, the form and amount of compensation to be paid for service on the Board and Board committees and for service as a chairperson of a Board committee.
- Review and discuss annually with management the risks arising from the Corporation’s compensation philosophy and practices applicable to all employees to determine whether they encourage excessive risk-taking, to review the relationship between risk management policies and compensation and to evaluate compensation policies and practices that could mitigate such risks.
- Review, approve and administer all employee benefit plans for the Corporation that the Compensation Committee deems appropriate (including the Corporation’s 401(k) plan), which includes the ability to adopt, amend and terminate such plans.

3. Compliance and Governance Issues. The Compensation Committee shall:

- Review and discuss with management the Corporation’s Compensation Discussion and Analysis (“**CD&A**”) and related disclosures required by the rules and regulations of the SEC, to the extent required of the Corporation. The Compensation Committee will also review and, at the Compensation Committee’s discretion, recommend the final CD&A to the Board for inclusion in the Corporation’s annual report on Form 10-K or proxy statement, to the extent required of the Corporation.
- Prepare the Compensation Committee Report required by the rules and regulations of the SEC to be included with the Corporation’s annual report on Form 10-K or proxy statement to the extent required of the Corporation.
- Periodically monitor compliance with stock ownership guidelines applicable to members of the Board and/or executive officers and periodically review such guidelines and recommend any proposed changes to the Board.
- Review, adopt, amend and/or terminate, or recommend to the Board for approval, amendment or termination, and oversee any compensation recoupment, “clawback” or similar policies and/or practices allowing the Corporation to recoup compensation paid to employees if and as the Compensation Committee determines to be necessary or appropriate, or as required by law, as well as oversee and administer any such policies, including making any determinations required or contemplated therein.
- Review and approve the selection of a peer group of companies against which to assess the Corporation’s compensation programs and practices to ensure they are competitive and supportive of the Corporation’s strategy and objectives.
- Establish and oversee engagement, if any, with stockholders and proxy advisory firms on executive compensation matters.

- Review and evaluate, in conjunction with the Nominating and Corporate Governance Committee, all stockholder proposals regarding compensation or equity plans.

4. Human Capital Management. The Compensation Committee shall:

- Periodically discuss with management the implementation and effectiveness of the Corporation's policies, strategies, programs and practices relating to the Corporation's management of human capital management, including but not limited to those relating to talent recruiting, development, progression and retention, diversity, equity and inclusion, culture, human health and safety and total rewards.
- Periodically review and assess any human capital measures or objectives that the Corporation focuses on in managing the business or are required to be disclosed by the SEC.
- Review and discuss, at least on an annual basis, with management the risks arising from the Corporation's human capital management function, review the relationship between risk management policies and human capital management and evaluate policies and practices that could mitigate such risks.
- Perform any other activities required by applicable law, rules or regulations, including the rules and regulations of the SEC or the securities exchange on which the Corporation is listed, and take such other actions and perform and carry out any other responsibilities and duties delegated to it by the Board or as the Compensation Committee deems necessary or appropriate consistent with its purpose.

## **MEETINGS AND PROCEDURES**

1. Meetings.

- The Compensation Committee will set its own schedule of meetings and will meet at least four times per year, with the option of holding additional meetings at such times as it deems necessary or appropriate. A quorum of the Compensation Committee for the transaction of business will be a majority of its members. The Chairperson of the Compensation Committee shall preside at each meeting. The Chairperson will approve the agenda for the Compensation Committee's meetings and any member may suggest items for consideration. If a Chairperson is not designated or present, an acting chair may be designated by the Compensation Committee members present. The Compensation Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting, which shall constitute a valid action of the Compensation Committee if it has been executed by each Compensation Committee member and shows the date of execution. Any written consent will be effective on the date of the last signature or electronic consent, as the case may be, and will be filed with the minutes of the meetings of the Board.
- The Compensation Committee shall cause to be kept written minutes of its proceedings, which minutes will be filed with the minutes of the meetings of the Board.
- The Compensation Committee may invite to its meetings any director, officer or employee of the Corporation and such other persons as it deems appropriate in order to carry out its responsibilities. The Compensation Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-management directors who are not members of the Compensation Committee. No executive

officer may be present during portions of any meeting during which his or her performance and compensation are being deliberated and determined.

2. Reporting to the Board of Directors. The Compensation Committee shall report regularly to the Board (i) following meetings of the Compensation Committee, (ii) with respect to such other matters as are relevant to the Compensation Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Compensation Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairperson or any other member of the Compensation Committee designated by the Compensation Committee to make such report.
3. Authority to Retain Advisors. The Compensation Committee shall have the authority, in its sole discretion, to select and retain (and terminate) any compensation consultant, independent legal counsel and other advisors to be used by the Corporation to assist with the execution of its duties and responsibilities as set forth in this charter. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel and other advisor retained by the Compensation Committee. Such responsibility includes the sole authority to retain or terminate, and to determine the terms of engagement and the extent of funding necessary for payment of reasonable compensation to, compensation consultants, independent legal counsel and other advisors retained by the Compensation Committee. The Corporation will provide appropriate funding, as determined by the Compensation Committee, to pay any such compensation consultant, independent legal counsel and other advisors hired by the Compensation Committee and any administrative expenses of the Compensation Committee that the Compensation Committee determines are necessary or appropriate in carrying out its activities. The Compensation Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation consultant, independent legal counsel or any other advisors, and the authority granted to the Compensation Committee pursuant to this charter shall not affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties under this charter.

Prior to selecting and receiving advice from compensation consultants, outside legal counsel and other advisors (other than the Corporation's in-house legal counsel), the Compensation Committee shall take into consideration the independence factors set forth in the applicable rules of the SEC and the listing standards of the securities exchange on which the Corporation's securities are listed.

Notwithstanding the foregoing, the Compensation Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice. The Compensation Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iii) of Regulation S-K.

4. Subcommittees and Delegation. The Compensation Committee may form subcommittees and management committees for any purpose that the Compensation Committee deems appropriate and may delegate to such subcommittees and management committees such power and authority as the Compensation Committee deems appropriate. Specifically, at its discretion, the Compensation Committee shall have the authority to designate a committee of one or more officers of the Corporation within the limits imposed by applicable law, applicable rules of the SEC and the listing standards of the securities exchange on which the Corporation's securities are listed and any further

limitations and requirements imposed by the Compensation Committee, the authority to grant equity awards, and amend the same, to certain non-officer employees and consultants of the Corporation. If designated, any subcommittee and management committee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Compensation Committee shall not delegate to a subcommittee or management committee any power or authority required by law, regulation or listing standard to be exercised by the Compensation Committee as a whole.

5. Committee Charter Review. The Compensation Committee shall review and reassess the adequacy of this charter at least annually, including the roles and responsibilities as outlined in this charter, and shall submit any recommended changes to the charter to the Board for approval. The Corporation shall make a copy of this charter publicly available on its website and shall disclose how to access the Compensation Committee's charter in its proxy statement.
6. Performance Review. The Compensation Committee shall review and assess the composition and performance of the Compensation Committee on at least an annual basis.
7. Compensation. Members of the Compensation Committee shall receive such fees, if any, for their service as Compensation Committee members as may be determined by the Board (or a committee thereof) in its sole discretion.