

**IRHYTHM HOLDINGS, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**

(As adopted January 12, 2026)

The Board of Directors (the “**Board**”) of iRhythm Holdings, Inc., a Delaware corporation (the “**Corporation**”), has adopted these Corporate Governance Guidelines (these “**Guidelines**”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Corporation and its stockholders in a manner that is consistent with its fiduciary duties.

**A. The Board**

1. Role

It is the principal duty of the Board to exercise its powers in accordance with its fiduciary duties to the Corporation and in a manner it reasonably believes to be in the best interests of the Corporation and its stockholders, and in making this determination, directors may take into consideration the interests of other stakeholders. It is also the Board’s duty to oversee senior management in the competent and ethical operation of the Corporation. To satisfy this duty, the directors will take a proactive, focused approach to their position, and set standards to ensure that the Corporation is committed to business excellence, ethical and honest conduct, and highest levels of integrity. Directors bring to the Corporation a wide range of experience, knowledge and judgment, and will use their skills and competencies in the exercise of their duties as directors of the Corporation.

2. Size

The number of directors that constitutes the Board will be fixed from time to time by a resolution adopted by the Board in conformity with the Corporation’s Amended and Restated Certificate of Incorporation (as amended, the “**Certificate**”) and Amended and Restated Bylaws (the “**Bylaws**”). The Nominating and Corporate Governance Committee of the Board (the “**Nominating Committee**”) periodically reviews the size of the Board to ensure that the current number of directors most effectively supports the Corporation.

3. Composition

There will at all times be a majority of independent directors on the Board. An “independent director” is a person who meets the definition of independent director under the listing standards of the securities exchange on which the Corporation’s securities are listed and does not have any other relationship with the Corporation that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out director responsibilities.

4. Lead Independent Director

Our Board does not require that the Chairperson of our Board be an independent director. Our Board is free, in accordance with our Bylaws, to choose its Chairperson in any way that the Board considers to be in our best interests. If the Board does not have an independent Chairperson, a Lead Independent Director will be appointed by the Board. If a Lead Independent Director is appointed, he or she shall:

- Chair all meetings of the Board at which the Chairperson is not present, including executive sessions of the independent directors.

- Call meetings of the independent directors when necessary.
- Facilitate discussion and open dialogue among the independent directors during meetings of the Board, executive sessions and outside of meetings of the Board.
- Serve as the principal liaison between the Chairperson and the independent directors.
- Coordinate with the Chairperson to set the agenda for meetings of the Board, taking into account input from other independent directors.
- Provide the Chairperson and management with feedback on meeting schedules to assure there is sufficient time to discuss all agenda items and, where appropriate, information sent to the Board.
- Recommend the retention of advisors and consultants who report directly to the Board, when appropriate.
- Provide leadership to the Board if circumstances arise in which the role of the Chairperson may be, or may be perceived to be, in conflict.
- Coordinate the evaluation of and provide feedback on the performance of the Company’s Chief Executive Officer (“CEO”).
- If appropriate, and in coordination with management, be available for consultation and direct communication with major stockholders.

The Lead Independent Director shall also perform such other functions and responsibilities as requested by the Board from time to time. If a Lead Independent Director is appointed, his or her identity will be disclosed in the Corporation’s annual proxy statement or published on the investor relations page of the Corporation’s website.

## 5. Executive Sessions

All directors who are not Corporation employees, including both independent directors and such directors who are not independent directors by virtue of a material relationship, former status or family relationship, or for any other reason (collectively, “**non-employee directors**”), will meet in executive sessions without management directors or management present on a periodic basis but no less than two times a year. In addition, if the non-employee directors include directors who are not independent directors, the independent directors will also meet on a periodic basis but no less than two times a year in executive sessions. Such meetings should typically be held following regularly scheduled meetings or at such other times as requested by an independent director. Executive sessions will be led by: (i) the Chairperson (if a non-management director), (ii) the Lead Independent Director (if any), or (iii) another independent director selected by a majority of the independent directors.

## 6. Director Qualifications

The Nominating Committee works with the Board to determine periodically, as appropriate, the desired Board qualifications, expertise and characteristics that contribute to the total mix of viewpoints and experience represented on the Board.

The Nominating Committee and the Board evaluate each individual in the context of the membership of the Board as a group, with the objective of having a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of background and experience in the various areas. Each director should be an individual of high character and integrity. The Board believes that the assessment of director qualifications may include numerous factors, such as character, professional ethics and integrity, judgment, business acumen, proven achievement and competence in one’s field, the ability to exercise sound business judgment, tenure on the Board and skills that are complementary to the Board, an understanding of the Corporation’s business, an understanding of the responsibilities that are required of a member of the Board, other time commitments,

diversity with respect to professional background, education, age and geography, as well as other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on the Board (the “**Director Criteria**”). In determining whether to recommend a director for re-election, the Nominating Committee also considers the director’s past attendance at meetings, participation in and contributions to the activities of the Board and the Corporation and other qualifications and characteristics set forth in the charter of the Nominating Committee.

The priorities and emphasis of the Nominating Committee and of the Board with regard to these factors change from time to time to take into account changes in the Corporation’s business and other trends, as well as the portfolio of skills and experience of current and prospective Board members. The Nominating Committee and the Board review and assess the continued relevance of and emphasis on these factors as part of the Board’s annual self-assessment process and in connection with candidate searches to determine if they are effective in helping to satisfy the Board’s goal of creating and sustaining a Board that can appropriately support and oversee the Corporation’s activities.

Each director must ensure that other existing and anticipated future commitments do not materially interfere with the director’s service as a director. Any employee director must submit his or her offer of resignation from the Board in writing to the Nominating Committee upon termination of employment with the Corporation.

#### 7. Limitation on Other Board Service

Directors should advise the Nominating Committee of any invitations to join the board of directors of any other public company prior to accepting the directorship. No director should serve on more than four public company boards (including the Corporation’s Board) without the approval of the Board. If the director is the CEO or executive officer of a public company, such director shall not serve on more than two public company boards (including the Corporation’s Board) without the approval of the Board. The Board, through the Nominating Committee, will have the opportunity to review the appropriateness of the continued service of a director who changes the role, position or areas of responsibility that he or she held when he or she was elected to the Board. In addition to the limitations on Board membership described above, no director should serve on more than three public company audit committees or serve as the chair of more than two public company audit committees, in each case with the approval of the Board.

Service on other boards and/or committees should be consistent with the Corporation’s conflict of interest policies set forth below.

#### 8. Selection of New Directors

Each year, at the Corporation’s annual meeting of stockholders, the Board will recommend a slate of directors for election by the stockholders. In accordance with the Bylaws, the Board will also be responsible for filling vacancies or newly created directorships on the Board that may occur between annual meetings of stockholders. The Nominating Committee is responsible for identifying and screening candidates for Board membership, and recommending candidates to the entire Board for Board membership.

In its evaluation of director candidates, including the members of the Board eligible for re-election, the Nominating Committee will consider the following: the current size and composition of the Board and the needs of the Board and the Corporation and the respective committees of the Board; the Director Criteria; and other factors that the Nominating Committee may consider appropriate with a view to creating a board with a diversity of experience and perspectives, including diversity with respect to race, gender, geography, and expertise.

9. Directors Who Become Aware of Circumstances that May Adversely Reflect Upon the Director or the Corporation

When a director, including any director who is currently an officer or employee of the Corporation, becomes aware of circumstances that may adversely reflect upon the director, any other director, or the Corporation, the director should notify the Nominating Committee of such circumstances. The Nominating Committee will consider the circumstances, and may in certain cases request the director to cease such activity, or in more severe cases, request that the director submit his or her 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.

10. Term Limits

Term limits may result in the loss of long-serving directors who over time have developed unique and valuable insights into the Corporation’s business and therefore can provide a significant contribution to the Board. Because each director is annually subject to election by the Corporation’s stockholders, the Board does not believe it is in the best interests of the Corporation to establish term limits. However, the Nominating Committee and Board will periodically review director tenure in connection with the Board’s procedures for selecting and nominating directors to ensure the beneficial presence of diverse viewpoints and ideas, while maintaining continuity and depth of the Corporation’s knowledge by longer-serving directors.

11. Stock Ownership

The Compensation and Human Capital Management Committee of the Board (the “**Compensation Committee**”) will periodically assess the appropriateness of stock ownership guidelines for directors and executive officers, including whether and to what extent directors and executive officers should be restricted from selling shares of the Corporation’s common stock acquired through equity compensation.

12. Compensation

Our non-employee directors are eligible to receive compensation for their service on our Board and its committees. The compensation of directors will be approved by the Board upon recommendation of the Compensation Committee. The Compensation Committee may, in its discretion, invite any director, officer or employee to its meetings in order to advise on the compensation of directors. The Compensation Committee may also, in its discretion, select and retain compensation consultants and advisors, who shall be independent of the Corporation pursuant to the applicable rules of the Securities and Exchange Commission or the exchange on which the Corporation’s securities are listed.

13. Conflicts of Interest; Change of Principal Occupation

Directors are expected to avoid any action, position or interest that conflicts with the interests of the Corporation or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director will report all facts regarding the matter to the chairperson of the Nominating Committee (or, if the conflict of interest constitutes a “related person transaction,” to the Audit Committee of the Board (the “**Audit Committee**”)). Any material conflict must be resolved, or the director should resign. If a director has a personal interest in a matter before the Board, the director must disclose the interest to the Board, excuse himself or herself from discussion, and abstain from voting, on the matter.

In addition, our Board does not believe that directors who retire from or change their principal occupation must therefore leave the Board. Nonetheless, prior to or immediately following any such event,

the director should notify the chairperson of the Nominating Committee. The Nominating Committee will consider the circumstances and determine whether the director's continued service on our Board would be appropriate. In certain cases, the Nominating Committee may recommend to our Board that the director submit his or her resignation, at which time the Board (without the director in question) will consider such recommendation and decide whether to seek the director's resignation. If so, the director is expected to submit his or her resignation to the full Board.

The Nominating Committee will periodically review and recommend to the full Board for approval the Corporation's code of business conduct and ethics, which is applicable to the Corporation's directors, officers and employees. The Audit Committee will approve the Corporation's procedures for handling complaints regarding accounting or auditing matters.

**14. Risk Oversight**

The Board oversees enterprise risk management at the Corporation, which includes oversight regarding risks related to regulatory compliance, the quality and safety of the Corporation's products and services and information technology. The Board executes its oversight responsibility directly and through its committees, who regularly report back to the Board. The Board exercises direct oversight of strategic risks to the Corporation and other risk areas not delegated to one of its committees.

**15. Interaction with the Press, Members and Others**

The Board believes that management speaks for the Corporation. Each director should refer all inquiries from the press, members or others regarding the Corporation's operations to management. Individual directors may, from time to time at the request of the management, meet or otherwise communicate with various constituencies that are involved with the Corporation.

**16. Board Access to Senior Management**

The Board has access to management 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 Corporation.

**17. Board Access to Independent Advisors**

The Board committees may hire independent advisors, such as auditors, compensation consultants, legal counsel and other advisors. The Board as a whole will have access to these advisors and other independent advisors that the Corporation retains or that the Board considers necessary or advisable in performing its responsibilities.

**18. Director Orientation and Continuing Education**

All new directors shall be offered the opportunity to participate in an orientation program. This orientation program may include presentations by senior management to familiarize new directors with the Corporation's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its conflict policies, code of ethics and other controls, its principal officers, and its internal and independent auditors. Directors are additionally encouraged to attend continuing educational programs offered by the Corporation or other organizations related to discharging their duties as Board or committee members. The Nominating Committee shall establish and oversee the director orientation

program and as necessary, coordinate the continuing education program for directors and review and revise such programs as appropriate.

19. Self-Evaluation

The Nominating Committee will oversee an annual self-evaluation by the Board, each committee of the Board and each director. The Nominating Committee will be responsible for establishing the evaluation criteria and implementing the process for this evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.

The Nominating Committee will utilize the results of the Board evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and for current directors seeking re-election in an effort to further the interests of the Corporation and its stockholders in a manner consistent with the Corporation's mission and core values.

**B. Board Meetings; Stockholder Meetings**

1. Board Meeting Attendance

The Board will meet on a periodic basis, in person or by teleconference, at such times and places as the Board determines. In addition, special meetings may be called from time to time. Directors are expected to attend each meeting (and in no event fewer than 75% of the meetings, including meetings of any committee on which a director serves, on an annual basis), to invest the time and effort necessary to understand the Corporation's business and financial strategies and challenges. The basic duties of the directors include being prepared for and attending Board meetings and actively participating in Board discussions. Directors are also expected to make themselves available outside of Board meetings for advice and consultation. A director who is unable to attend a Board or committee meeting should notify the Chairperson of the Board or Lead Independent Director, or committee chairperson, and the CEO in advance of the meeting.

2. Annual Meeting of Stockholders Attendance

Each director is strongly encouraged to attend the Corporation's annual meetings of stockholders either in person or by teleconference.

3. Attendance of Non-Directors

The Board encourages invitations to management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to (i) make presentations and provide insight into items being discussed by the Board that involve the invitee and (ii) bring managers with high potential into contact with the Board. Attendance of any non-directors at Board meetings is at the discretion of the Board.

4. 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 review of the agenda and materials. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

## **C. Committee Matters**

### **1. Number, Name, Responsibilities and Independence of Committees**

The Board currently has three standing committees: the Audit Committee, the Compensation Committee and the Nominating Committee. The Audit Committee, Compensation Committee and Nominating Committee are each composed of a majority of independent directors. From time to time, the Board may form or disband an ad hoc or standing Board committee, depending upon the circumstances. Each committee will perform its duties as assigned by the Board in compliance with the Bylaws and the committee's charter.

### **2. Assignment of Committee Members**

Based on the recommendation of the Nominating Committee, the Board appoints committee members and committee chairpersons in accordance with applicable law and according to criteria set forth in the applicable committee charter, the skill sets of the directors and other criteria that the Board determines to be relevant to the responsibilities of each committee.

### **3. Frequency of Committee Meetings and Agendas**

The committee chairpersons and appropriate members of management, in accordance with the committee's charter and, as appropriate, in consultation with the committee members, will determine the frequency and length of the committee meetings and develop the meeting agendas. Committee chairpersons will summarize committee discussions and actions with the full Board.

### **4. Committee Charters**

Each committee will review its charter annually and recommend to the Board any changes it deems necessary.

## **D. Leadership Development**

### **1. Annual Review of Chief Executive Officer**

The Board will establish the evaluation process and determine the specific criteria on which the performance of the CEO is evaluated in accordance with the recommendations of the Nominating Committee and with these Guidelines. The Chairman of the Board will lead the process for assessing the CEO's performance and provide the full Board's feedback to the CEO and the Compensation Committee for consideration in connection with the CEO's compensation. The Compensation Committee, with input from the Chairman of the Board, will review at least annually the CEO's compensation compared to his or her performance and make recommendations to the full Board.

### **2. Succession Planning**

The full Board shall have responsibility for succession planning concerning the CEO, the Corporation's named executive officers (the "NEOs") and other key employees identified by the CEO (the "Key Employees"). The Nominating Committee will assist the full Board with respect to succession planning for the CEO by conducting external searches for possible succession candidates for the CEO. The Board will (i) work with the CEO to plan for CEO succession, as well as to develop plans for interim succession for the CEO in the event of an unexpected occurrence (ii) work with the CEO and appropriate members of management to plan for succession for each of the NEOs and Key Employees as well as to

develop plans for interim succession of each of the NEOs and Key Employees in the event of an unexpected occurrence.

## **E. Stockholder-Director Communications**

### **1. Policy**

The Board believes that stockholders should have an opportunity to send communications to the Board.

### **2. Procedures**

Any communication from a stockholder to the Board generally or a particular director should be in writing, delivered to the CEO by registered or overnight mail at the principal executive office of the Corporation. Each communication should set forth (i) the name and address of the stockholder, as it appears on the Corporation's books, and if the Corporation's common stock is held by a nominee, the name and address of the beneficial owner of the Corporation's common stock, and (ii) the class and number of shares of the Corporation's common stock that are owned of record by the record holder and beneficially by the beneficial owner.

The CEO will, in consultation with appropriate directors as necessary, generally screen communications from stockholders to identify communications that (i) are solicitations for products and services, (ii) relate to matters of a personal nature not relevant for the Corporation's stockholders to act on or for the Board to consider or (iii) matters that are of a type that render them improper or irrelevant to the functioning of the Board or the Corporation.

## **F. Interpretation**

These Guidelines should be interpreted and construed in the context of all applicable laws and the Certificate, the Bylaws and other corporate governance documents.

## **G. Amendment**

The Corporation is committed to continuously reviewing and updating our policies, and the Board of the Corporation therefore reserves the right to amend these Guidelines at any time, for any reason, subject to applicable law.