

**INTUITIVE SURGICAL, INC.**  
**AMENDED AND RESTATED**  
**GOVERNANCE AND NOMINATING COMMITTEE**  
**CHARTER (As amended and restated on May 22, 2023)**

**I. Purpose**

The Governance and Nominating Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Intuitive Surgical, Inc. (the “**Company**”) shall oversee, review, and make periodic recommendations concerning the Company’s corporate governance policies, and shall recommend candidates for election to the Board.

**II. Composition and Meetings**

The Committee shall be comprised of at least two independent directors each of whom shall satisfy the “independence” requirements of The Nasdaq Stock Market LLC, subject to any available exception. Unless a chairperson is elected by the full Board, the members of the Committee may designate a chairperson by majority vote.

**III. Duties and Responsibilities**

The Committee shall be responsible for:

1. Evaluating the composition of the Board to ensure that the Board reflects the knowledge, experience, skills, expertise, diversity and independence required for the Board to fulfill its duties.
2. Periodically reviewing the Company’s standards for director independence, and assessing the independence of directors and director nominees (including any applicable enhanced independence and skill requirements for members of certain board committees).
3. Making recommendations to the Board regarding the size and composition of the Board.
4. Developing and recommending to the Board criteria to identify and evaluate prospective candidates for the Board.
5. Identifying and recommending (to the Board and stockholders, as applicable) qualified individuals for Board membership.
6. Establishing procedures for the director nomination process, including consideration of director candidates recommended by stockholders as well as developing and administering procedures for the Committee’s consideration of director candidates recommended by stockholders.

7. Reviewing stockholder proposals and recommending proposed Company responses for inclusion in the proxy statement or otherwise.
8. Considering and recommending nominees to stand for election at the annual meeting of stockholders.
9. Establishing and administering a periodic assessment procedure relating to the performance of the Board as a whole.
10. Recommending improvements to the functioning and effectiveness of the Board.
11. Reviewing the composition of each committee and presenting recommendations for committee memberships to the Board as needed.
12. Reviewing Directors and Officers insurance matters.
13. Reviewing Board indemnification matters.
14. Developing and maintaining (i) an orientation program for new Board members and (ii) continuing education for all Board members, including governance matters.
15. Nominating individuals to be elected as officers of the Company for submission to the Board.
16. Deliberating and taking such actions with respect to incumbent directors who fail to receive the required vote for re-election, including accepting or not accepting on behalf of the Company any previously tendered resignation by such incumbent director or requesting that any such incumbent director submit his or her resignation to the Company, and taking such other actions as are contemplated by the Company's Policy Statement on Majority Voting, unless the Board has established that an alternative committee take the foregoing actions.
17. Reviewing this Charter annually and recommending to the Board any necessary amendments.
18. Periodically reviewing and assessing the adequacy of the Company's Corporate Governance Guidelines and recommending any proposed changes to the Board for approval.
19. Overseeing succession planning with respect to the Chief Executive Officer and coordinating succession planning with the Compensation Committee.
20. Meet periodically with the Chief Compliance Officer to monitor the company's compliance program to ensure that it is well designed, operating effectively and properly resourced. The Committee will, on an as-needed basis, review with management issues identified by the Chief Compliance Officer
21. Overseeing and making recommendations to the Board regarding the Company's sustainability strategy and other public and corporate social responsibility issues that reflect the Company's values and character and impact the Company's reputation

among all of its stakeholders including but not limited to environmental, social and governance (“ESG”) matters relevant to the Company’s business.

22. In connection with the process of selecting and nominating candidates for election to the Board, the Committee shall review the desired experience, mix of skills and other qualities to assure appropriate Board composition, taking into account the current Board members and the specific needs of the Company and the Board. Among the qualifications to be considered in the selection of candidates, the Committee shall consider the following attributes and criteria of candidates: experience, knowledge, skills, expertise, diversity, personal and professional integrity, character, business judgment and independence. Our Board recognizes that nominees for the Board should reflect a reasonable diversity of backgrounds and perspectives, including those backgrounds and perspectives with respect to business experience, professional expertise, age, gender-identity, sexuality, ethnic and racial background, disability status, and identification with other underrepresented communities (such as those defined in California AB 979 and Nasdaq’s Board Diversity Rule).

#### **IV. Meetings**

The Committee shall meet at least two times in each fiscal year and more frequently as the Committee in its discretion deems desirable.

#### **V. Committee Reports**

A summary of actions taken at each committee meeting shall be presented to the Board at the next Board meeting.

#### **VI. Resources and Authority**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate search and approve fees and other retention terms of search firms to identify director candidates or other third-party advisors, and such other advisors as the Committee shall reasonably determine.