

# INTUITIVE SURGICAL, INC.

## AMENDED AND RESTATED

### COMPENSATION COMMITTEE CHARTER

(As amended and restated on May 22, 2023)

#### I. Purpose

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Intuitive Surgical, Inc., a Delaware corporation (the “**Company**”), is to, among other things, discharge the Board’s responsibilities relating to the compensation of the Company’s executive officers and to produce the report that the rules and regulations of the Securities and Exchange Commission (the “**SEC**”) require to be included in or incorporated by reference into the Company’s annual report and proxy statement.

#### II. Composition

The Committee shall consist of at least three members of the Board. The Committee will be comprised solely of “independent directors,” i.e., those directors who neither are officers or employees of the Company or its subsidiaries nor have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and each of whom is otherwise “independent” under the rules of the NASDAQ Stock Market, Inc. (“**NASDAQ**”), except as otherwise permitted by applicable NASDAQ rules, and qualifies as a “nonemployee director” for purposes of Rule 16b-3 of the Securities Exchange Act of 1934 (the “**Exchange Act**”). The members of the Committee shall be appointed by the Board based upon nominations by the Company’s Corporate Governance and Nominating Committee. The members of the Committee will serve at the discretion of the Board. Unless a chairperson is designated by the full Board, the members of the Committee may designate a chairperson by majority vote.

#### III. Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

1. Review and approve the following, as applicable to the executive officers of the Company: (i) all forms of salary, (ii) all forms of incentive awards, including cash bonuses and stock compensation, (iii) all change-in-control and severance protection plans, agreements or provisions, and (iv) any other material compensation program, plan or agreement.
2. Review and approve corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer (the “**CEO**”) and the Company’s other executive officers (as set forth in an annual basis in the Company’s Schedule 14A Proxy Statement) (collectively with the CEO, the “**Executives**”), evaluate the performance of the Executives in

light of those goals and objectives, approve each Executive's compensation level based on this evaluation and, for the CEO, submit such compensation to the independent members of the Board for ratification. In determining the long-term incentive component of each Executive's compensation, the Committee shall consider, among other factors, the Company's performance and relative stockholder return, the value of similar incentive awards to Executives at comparable companies, the awards given to the Executives in past years, and any other factors the Committee deems appropriate. The Committee also may take account of the recommendations of the CEO with respect to the other Executives for each of the foregoing items.

3. Approve or make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans, oversee the activities of the individuals and committees responsible for overseeing the Company's compensation plans, and discharge any responsibilities imposed on the Committee by any of these plans.
4. To recommend to the Board for approval for the CEO's, and to oversee for the other Executive's, a relevant succession plan (for each Executive, the "**Succession Plan**"), to review the Succession Plan periodically with each Executive, and to recommend to the Board any changes to and any candidates for succession of the CEO under the Succession Plan.
5. In consultation with management, oversee regulatory compliance, trends and pay equity with respect to compensation matters.
6. Annually review and reassess the adequacy of its charter and recommend any changes to the Board.
7. Review and discuss with management, including the CEO and Chief Financial Officer (the "**CFO**"), the Company's disclosures under "Compensation Discussion and Analysis" (the "**CD&A**"), and based on such review and discussion, make a recommendation to the Board as to whether the CD&A should be included in the Company's annual report on Form 10-K and as applicable, the Company's proxy statement.
8. Any other compensation matters as from time to time may be directed by the Board.
9. When appropriate, the Committee may designate one or more of the members of the Board to perform certain of its duties on its behalf, subject to applicable laws and such reporting to or ratification by the Committee as the Committee shall direct.
10. Periodically review and recommend the level of compensation for the members of the Board and each committee thereof for review and approval by the Board.
11. Review, with the Company's management, whether the Company's compensation-related policies and practices, applicable to all employees of the Company, encourage unnecessary or

excessive risk taking, and evaluate whether the financial incentives and risks relating to such policies and practices are appropriate.

12. Assist the Board in its oversight of the Company's strategies relating to human capital management function, including, but not limited to, those strategies regarding recruiting, retention, career development and diversity, equity and inclusion (collectively "DEI") practices.

#### **IV. Meetings**

The Committee will meet in person or telephonically at least four times per year at a time and place determined by the Committee chairperson, with further meetings to occur or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson to carry out the responsibilities of the Committee. If the chairperson is not present at a meeting, the Committee members present will designate one such member as acting chair. The Committee may invite the President and CEO, Chairman of the Board, Secretary, CFO, or any other officer or other advisers desired by the Committee or its Chairman. No such person may be present during any discussions and deliberations of the Committee regarding the compensation of any such person. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee or any director or officer, subject to applicable laws.

#### **V. Committee Reports and Actions**

The Committee shall provide to the Board:

1. An annual report of the Compensation Committee for inclusion in or incorporation by reference into the Company's annual report and proxy statement in accordance with applicable SEC rules and regulations.
2. A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

#### **VI. Resources, Additional Responsibilities and Authority**

Consistent with applicable requirements of the Exchange Act and NASDAQ listing standards, the Committee shall (i) have the authority, in its sole discretion, to retain or obtain the advice of, and terminate, any compensation consultant, legal counsel, or other advisers ("**compensation advisers**"); (ii) be directly responsible for the appointment, determination of compensation and oversight of the work of any compensation advisers retained by the Committee; (iii) subject to any exceptions under NASDAQ listing standards, take into consideration the independence of each compensation adviser under the applicable factors specified in NASDAQ listing standards, with such analysis to occur prior to selection of such compensation adviser and as appropriate thereafter; and (iv) have such additional authority and responsibility as may be required from time to time under the rules and guidelines of the Exchange Act and NASDAQ listing standards. The Company shall provide for appropriate

funding, as determined by the Committee, for payment of reasonable compensation to the compensation advisers retained by the Committee.