

NATUS MEDICAL INCORPORATED
CHARTER FOR THE ROLE OF
CHAIRPERSON OF THE BOARD

1. Responsibilities of the Chairperson

Board and Stockholder Meetings. The Chairperson, or, if the Chairperson is the CEO, the Lead Independent Director will, confer with the CEO to organize, develop or approve agendas for all Board of Director (the “Board”) meetings and stockholder meetings, and provide sufficient time for discussion of agenda items. As noted in Natus Medical Incorporated’s (the “Company”) bylaws, the Chairperson shall preside at all meetings of the Board and stockholders; provided that if the Chairperson is the CEO, the Lead Independent Director will facilitate and preside over executive sessions of independent directors without management present. The Chairperson or, if the Chairperson is the CEO, the Lead Independent Director, will also assist the CEO in ensuring that proper and relevant information is circulated to the Board in a timely fashion.

Board Leadership. The Chairperson will provide leadership to the Board and uphold high governance and ethical standards. On behalf of the Board, the Chairperson will also communicate effectively with management on a regular basis.

Board Committees. The Chairperson will monitor the activities of Board committees to ensure that such committees are performing their functions as set forth in their charters and will establish processes the Board may use in managing the function of its committees.

2. Relationship with CEO

While a non-executive Chairperson will not be involved in the operations of the Company, such Chairperson shall be available to meet with the CEO on a periodic basis and is encouraged to act as both a mentor and counselor to the CEO. Such meetings may address strategic, operating, financial or tactical plans of the Company, and the status of achieving goals or priorities related to such plans. The Chairperson should also work with the CEO on the development of appropriate metrics reflecting performance and achievement of goals approved by the Board.

3. Other Duties

Other duties of the non-executive Chairperson or Lead Independent Director include:

- Facilitating and presiding over meetings of independent directors in executive session without management present;
- Serving as the focal point for directors in resolving any conflicts with the CEO or with other directors;
- Taking a lead role in succession planning and board evaluation; and
- Coordinating feedback to the CEO on behalf of directors regarding business issues and corporate governance.

The responsibilities and duties of the Chairperson or Lead Independent Director set forth in this charter are meant to be illustrative and are not intended to exclude the responsibility or right of the Chairperson or Lead Independent Director to engage in such other activities as may be required or intended pursuant to the Company’s bylaws or applicable laws and regulations.

4. Lead Independent Director

If the individual elected as Chairperson is the CEO, the Board shall also elect a Lead Independent Director. The Lead Independent Director shall perform such duties and exercise such powers as from time to time shall be prescribed in the Company's bylaws or by the Board, including all responsibilities of a non-executive Chairperson set forth above.

Adopted December, 2019