Risk Factors Comparison 2024-02-27 to 2023-02-27 Form: 10-K

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The forward looking statements in this report on Form 10- K are only predictions and are based largely on our current expectations and projections about future events and financial trends that we believe may ~~effect~~ **affect** our business, financial condition and results of operations. These forward- looking statements speak only as of the date of this Annual Report on Form 10- K and are subject to a number of known and unknown risks, uncertainties and assumptions, including those described under the sections in this Annual Report on Form 10- K entitled " Summary Risk Factors, " " Risk Factors " and " Management' s Discussion and Analysis of Financial Condition and Results of Operations " and elsewhere in this Annual Report on Form 10- K. Because forward- looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified and some of which are beyond our control, you should not rely on these forward- looking statements as predictions of future events. The events and circumstances reflected in our forward- looking statements may not be achieved or occur and actual results could differ materially from those projected in the forward- looking statements. Moreover, we operate in an evolving environment. New risk factors and uncertainties may emerge from time to time, and it is not possible for management to predict all risk factors and uncertainties. Except as required by applicable law, we do not plan to publicly update or revise any forward- looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise. Risk Factors Summary Our business is subject to a number of risks and uncertainties, including those described in Part I, Item 1A." Risk Factors" in this Annual Report on Form 10- K. You should carefully consider these risks and uncertainties when investing in our securities. Principal risks and uncertainties include: • ~~We~~ **If we** are **unable to compete successfully with our competitors** ~~dependent on single and limited source third- party suppliers~~ , **we may be unable to maintain market share, in** which **case** ~~subjects our business and results of operations to risks of supplier business interruptions, and a loss or~~ **our** ~~degradation in performance in~~ **sales may not grow and** our ~~suppliers~~ **profitability may be adversely affected. • If demand for our products were to decline significantly, we might not be able to recover the cost of our expensive automated molding and assembly equipment and tooling, which** could have an adverse effect on our ~~business and~~ financial condition ~~. • Damage to any of our manufacturing facilities or disruption to our supply chain network could impair our ability to produce our products. • Prolonged periods of inflation, rising interest rates~~ and ~~the impact of foreign currency exchange rates as a result of the current global macroeconomic and geopolitical conditions have had and could in the future have a material adverse effect on our~~ results of operations ~~. • The COVID- 19 pandemic has disrupted how we, our suppliers and our customers operate and the duration, and the extent to which this will impact our business, future results of operations, liquidity and overall financial performance remains uncertain. • Significant sales through distributors expose us to risks that could have a material effect on our results of operations. • We may not be successful in achieving expected operating efficiencies or expense reductions associated with cost reduction and restructuring efforts and may experience a decline in our profitability, business disruptions or other adverse consequences to our business as a result. • If we are unable to compete successfully with our competitors, we may be unable to maintain market share, in which case our sales may not grow and our profitability may be adversely affected~~ . • Product development requires substantial investment that may be difficult for us to fund and may be challenging to recover through commercial product sales. • **Heightened inflation** ~~If demand for our products were to decline significantly~~ , **higher interest rates** ~~we might not be able to recover the cost of our expensive automated molding~~ and ~~assembly equipment~~ **foreign currency rate fluctuations as a result of global macroeconomic** and ~~tooling, which~~ **geopolitical conditions have had and** could **in the future** have ~~an~~ **a material** adverse effect on our ~~results of~~ operations. • Continuing pressures to reduce healthcare costs and inadequate coverage and reimbursement may adversely affect our prices. If we cannot reduce manufacturing costs of existing and new products to counteract such pricing pressures, our sales may not grow and our profitability may decline ~~. • Failure to protect our information technology systems against security breaches, service interruptions, or misappropriation of data could disrupt operations, compromise sensitive data, and expose us to liability, possibly causing our business and reputation to suffer~~ . • Disruptions at the FDA, other government agencies or notified bodies caused by funding shortages or global health concerns could hinder their ability to hire, retain, or deploy key leadership and other personnel, or otherwise prevent new or modified products from being developed, cleared, approved, certified, or commercialized in a timely manner, or at all, which could negatively impact our business **. • Failure to protect our information technology systems against security breaches, service interruptions, or misappropriation of data could disrupt operations, compromise sensitive data, and expose us to liability, possibly causing our business and reputation to suffer. • Damage to, or interruptions at, any of our manufacturing facilities or our suppliers' facilities could impair our ability to produce our products. • We are dependent on single and limited source third- party suppliers, which subjects our business and results of operations to risks of supplier business interruptions, and a loss or degradation in performance in our suppliers could have an adverse effect on our business and financial condition. • We may not be successful in achieving expected operating efficiencies or expense reductions associated with cost reduction and restructuring efforts and may experience a decline in our profitability, business disruptions or other adverse consequences to our business as a result. • Significant sales through distributors expose us to risks that could have a material effect on our results of operations** . • Actual or perceived failures to comply with foreign, federal, and state data privacy and security laws, regulations and standards may adversely affect our business, operations and financial performance. • We are subject to certain fraud and abuse and transparency laws, which, if violated, could subject us to substantial penalties. Additionally, any challenge to or investigation into our practices under these laws could cause adverse publicity and be costly to

respond to, and thus could harm our business. • Our business could be materially and adversely affected if we fail to defend and enforce our patents or other proprietary rights, if our products are found to infringe patents or other proprietary rights owned by others or if the cost to protect our patents or other proprietary rights becomes excessive or as our patents expire. • Our **ability to market our products in the U. S. and other countries may be adversely affected if our products fail to comply with the applicable requirements of the FDA and regulatory agencies in other countries. • Our** operations may be adversely impacted by our exposure to risks related to foreign currency exchange rates. • Any significant changes in U. S. trade, tax or other policies that restrict imports or increase import tariffs could have a material adverse effect on our results of operations. • International sales pose additional risks related to competition with larger international companies and established local companies and ~~our possibly~~ higher ~~cost structure~~ **credit risk** . • The Smiths Medical acquisition completed in January 2022 has resulted in organizational changes and ~~significant growth~~ **an increase in size** to our business. If we fail to effectively manage this growth and change to our business in a manner that preserves our reputation with customers and the key aspects of our corporate culture, our business, financial condition and results of operations could be harmed. • The actual impact of the Smiths Medical acquisition on our financial results may be worse than the assumptions we have used. • **For** ~~As a result of~~ the Smiths Medical acquisition, we ~~have~~ used a significant portion of our cash on hand and incurred a substantial amount of debt to finance the cash consideration portion and certain other amounts paid in connection with the Smiths Medical acquisition, which could adversely affect our business, including by restricting our ability to engage in additional transactions or incur additional indebtedness. See Part I, Item 1A of this Annual Report on Form 10- K for the detailed discussion of the above risk factors. PART I ITEM 1. BUSINESS First person pronouns used in this Annual Report on Form 10- K, such as " we, " " us, " and " our, " refer to ICU Medical, Inc. (" ICU ") and its subsidiaries unless context requires otherwise. Company Background and Overview of Business ICU develops, manufactures and sells innovative medical products used in infusion therapy, vascular access, and vital care applications **. Our team is focused on providing quality, innovation and value to our clinical customers worldwide** . ICU' s product portfolio includes ambulatory, syringe, and large volume IV pumps and safety software; dedicated and non- dedicated IV sets, needlefree IV connectors, ~~peripheral~~ IV catheters **, sharps safety products** , and sterile IV solutions; closed system transfer devices and pharmacy compounding systems; as well as a range of respiratory, anesthesia, patient monitoring, and temperature management products. Headquartered in San Clemente, California, ICU was founded in 1984. Our primary customers are acute care hospitals, wholesalers, ambulatory clinics and alternate site facilities, such as outpatient clinics, home health care providers, and long- term care facilities. Since our inception we have grown organically and through acquisition. In February 2017, we acquired Pfizer Inc.' s (" Pfizer ") Hospira Infusion Systems (" HIS ") business. The HIS acquisition complemented our legacy non- dedicated infusion sets and oncology business by expanding our product portfolio to include a complete intravenous infusion therapy product- line from IV solutions to IV pumps to non- dedicated infusion sets. In November 2019, we acquired Pursuit Vascular, Inc. (" Pursuit "). Pursuit was a privately- held medical device company with a primary focus on innovative catheter disinfecting products and technologies to reduce costly bloodstream infections and lower healthcare costs. Pursuit' s primary product is the ClearGuard ® HD cap, which is used for the maintenance of hemodialysis catheters. In January 2022, we acquired Smiths Medical 2020 Limited (" Smiths Medical "), the holding company of Smiths Group plc' s global medical device business. The Smiths Medical acquisition complemented and broadened our preexisting product portfolio by adding syringe and ambulatory infusion devices, vascular access, and vital care products, and significantly strengthened and expanded our global market reach. Products As **part** of ~~December 31~~ **the integration of our acquisition of Smiths Medical** , **we have renamed our business units and reorganized the products thereunder and, as of January 1,** ~~2022~~ **2023** , our ~~primary~~ **business unit structure is composed of Consumables, Infusion Systems and Vital Care. The** product offerings **under these business units** are ~~listed~~ **described** below. Our **Consumables** ~~product offerings related to our Smiths Medical acquisition are listed separately as we integrate that~~ business ~~.~~ **unit includes** Infusion ~~Consumables~~ **Therapy, Oncology, Vascular Access and Tracheostomy products. Our** Infusion ~~therapy~~ **Therapy products include non- dedicated infusion** sets, **extension sets, needle- free connectors, and disinfection caps. Infusion sets** used in hospitals and ambulatory clinics ~~,~~ consist of ~~a tube~~ **flexible sterile tubing** running from ~~a~~ **an IV bag or** bottle ~~or plastic bag~~ containing a **drug product or** solution to a catheter inserted in a patient' s vein ~~,~~ that may or may not be used with an **infusion pump. Disinfection caps are used to actively disinfect access points into the infusion sets and catheters. Our primary Infusion Therapy products are: • Clave ™ needlefree products, including the MicroClave, MicroClave Clear, and NanoClave ™ brand of connectors, accessories, extension and administration sets used for the administration of** IV ~~pump~~ **fluids and medications; • Neutron ™ catheter patency device, used to help maintain patency of central venous catheters; • Tego ™ needlefree connector utilized to access catheters for hemodialysis and apheresis applications; and • ClearGuard ™, SwabCap ™ and SwabTip ™ disinfection caps** . Closed System Transfer Devices (~~"~~ **"** CSTD ~~"~~ **"**) and hazardous drug compounding systems are used to prepare and deliver hazardous IV medications such as those used in chemotherapy, which, if released, can have harmful effects ~~to~~ **on** the healthcare worker and environment. Our primary **Oncology** products ~~include~~ **are** : ~~• Clave ™ needlefree products, including the MicroClave, MicroClave Clear, and NanoClave ™ brand of connectors, accessories, extension and administration sets used for the administration of IV fluids and medications and the Neutron catheter patency device, used to help maintain patency of central venous catheters;~~ • ChemoLockTM CSTD, which utilizes a proprietary needlefree connection method, is used for the preparation and administration of hazardous drugs. ChemoLock is used to limit the escape of hazardous drug or vapor concentrations, block the transfer of environmental contaminants into the system, and eliminates the risk of needlestick injury; ~~and~~ • ChemoClaveTM, an ISO Connection standard and universally compatible CSTD used for the preparation and administration of hazardous drugs. ChemoClave utilizes standard ISO luer locking connections, making it compatible with all brands of needlefree connectors and pump delivery systems. ChemoClave also is used to limit the escape of hazardous drug or vapor concentrations, block the transfer of environmental contaminants into the system, and eliminate the risk of needlestick injury **; and • Deltec ® GRIPPER ® non- coring needles**

for portal access . The preparation of hazardous drugs typically takes place in a pharmacy where drugs are removed from vials and prepared for delivery to a patient. Those prepared drugs are then transferred to a nursing unit where the chemotherapy is administered via an infusion pump set to a patient. Components of the ChemoClave and ChemoLock product lines are used both in pharmacies and on the nursing floors for the preparation and administration of hazardous drugs. **Our Vascular Access products are used by clinicians to access the patients' bloodstream to deliver fluids and medication or to obtain blood samples. Our primary Vascular Access products are: • Jelco ® safety and conventional peripheral IV catheters and sharps safety devices for hypodermic injection, designed to help prevent accidental needlestick injury; • Safe- T Wing ® venipuncture and blood collection devices; • Port- A- Cath ® implantable ports; • Portex ® arterial blood sampling syringes; • PowerWand ® midline catheters; and • Cleo ® subcutaneous infusion catheters and sets. Our tracheostomy products are used in the placement of a secure airway using both surgical and percutaneous insertion techniques. Our primary Tracheostomy products includes: • Portex BLUselect ® PVC tracheostomy tubes, which feature an inner cannula as well as a Suctionaid option for above the cuff suctioning and vocalization capability; • Portex Bivona ® silicone tracheostomy tubes, which offer the added benefits of comfort and mobility and come in a variety of configurations suited to meet the clinical needs of neonatal through adult patients; and • Portex BLUperc ® percutaneous insertion kits, which allow for safe placement of the tracheostomy tube at the bedside.** We offer a ~~wide range~~ **comprehensive portfolio** of infusion pumps, dedicated IV sets, software and professional services **to meet the wide range of infusion needs** . Our primary Infusion System products **include** ~~are dedicated IV sets and the following~~ : ~~Infusion~~ **Large Volume** Pump **(" LVP")** Hardware: • Plum 360 ™ ~~:~~ **infusion pumps feature a unique delivery system that helps to enhance patient safety and workflow efficiency.** The **pumps work with PlumSet ™ dedicated IV sets that include an air trap to help minimize interruptions and a direct connection to the secondary line that eliminates the risk of setup errors and enables concurrent delivery of two compatible medications through a single line.** Plum 360 **has been** ~~™ infusion pump is an ICU Medical MedNet ™ ready large volume infusion pump with an extensive drug library and wireless capability. Plum 360 was~~ named ~~the~~ **Best in KLAS for seven years in a row (** 2018, 2019, 2020 ~~and~~ **, 2023 – Best in KLAS Smart Pump Traditional; 2021,** 2022 **, 2023, 2024** Best in KLAS ~~winner as top- performing IV smart~~ **Smart** ~~pump~~ **Pump EMR Integrated)** and was the first medical device to be awarded UL Cybersecurity Assurance Program Certification. ~~Also, in 2021, 2022 and 2023,~~ **• Plum Duo ™ infusion pumps with LifeShield ™ safety software are dual channel devices capable of delivering up to four compatible medications at independent rates with a single pump. The Plum Duo combines** the **award- winning legacy of** Plum 360 ~~won the award~~ **with modern innovation, including a large touch screen and highly intuitive user interface to help guide users through programming, while streamlining complex tasks. Ambulatory Infusion Hardware: • CADD ™ ambulatory infusion pumps and disposables, including administration sets and medication cassette reservoirs, serve** as **a single pain management platform across all types of IV pain management therapies and all clinical care areas from** the **hospital** ~~top -~~ **to** ~~- performing Smart~~ **outpatient treatment. Syringe Infusion Hardware: • Medfusion ™ syringe infusion pumps are designed for the administration of fluids and medication to address the needs of the most vulnerable patients requiring precisely controlled infusion rates. Focused on delivery accuracy, the Medfusion 4000 can deliver from a comprehensive portfolio of syringes to meet syringe** ~~Pump~~ **pump** ~~EMR- Integrated~~ **guidance to deliver medication from the smallest syringe size possible** . IV Medication Safety Software: • ICU Medical MedNet ™ **software** ~~:~~ ~~ICU Medical MedNet~~ is an enterprise- class medication management platform ~~for any sized healthcare system~~ that can help reduce medication errors, improve quality of care, streamline workflows and maximize revenue capture. ICU Medical MedNet connects our industry- leading **Plum 360** smart pumps to a hospital' s EHR, asset tracking systems, and alarm notification platforms **to further enhance infusion safety and efficiency. • LifeShield ™ infusion safety software for Plum Duo infusion pumps is an enterprise- wide platform designed** with the **input** ~~largest array~~ of ~~integration partners~~ **pharmacists, nurses and administrators to empower health systems to raise the bar in IV performance. The system' s hybrid architecture provides cloud- based functionality to allowing access anywhere with on- premise management providing security and control. • PharmGuard ™ medication safety software for Medfusion 4000 syringe and CADD- Solis ™ pumps allows for customized drug libraries to support the standardization of protocols for medication administration throughout the facility** . Professional Services: • In addition to the products above, our teams of clinical ~~, information technology,~~ and **technical** ~~professional services~~ experts work with customers to develop ~~and deliver~~ safe and efficient infusion systems, providing customized and personalized configuration, implementation, and data analytics services to ~~complement~~ **optimize** our infusion hardware and software. **Our Vital Care business unit includes** IV Solutions ~~We provide a broad portfolio of IV~~ **, Hemodynamic Monitoring, General Anesthesia and Respiratory, Temperature Management** ~~solutions~~ **Solutions** ~~to meet our customers' clinical needs, providing a consistent supply of IV solutions, irrigation,~~ and **Regional Anesthesia / Pain Management products** ~~nutritionals to help provide safe and effective patient care~~ . Our ~~primary~~ IV Solutions products ~~are~~ **include a broad portfolio of injection, irrigation, nutrition and specialty IV solutions including** : **•** IV Therapy and Diluents **,** ~~: • Including~~ **including** Sodium Chloride, Dextrose, Balanced Electrolyte Solutions, Lactated Ringer ~~'~~ **'** s, Ringer ~~'~~ **'** s, Mannitol, Sodium Chloride / Dextrose and Sterile Water. **•** Irrigation **,** ~~: • Including~~ **including** Sodium Chloride Irrigation, Sterile Water Irrigation, Physiologic Solutions, Ringer ~~'~~ **'** s Irrigation, Acetic Acid Irrigation, Glycine Irrigation, Sorbitol- Mannitol Irrigation, Flexible Containers and Pour Bottle Options. ~~Critical Care~~ Our ~~Critical Care~~ **Hemodynamic Monitoring** products **are designed to** help clinicians get accurate real- time access to patients' hemodynamic and cardiac status with an extensive portfolio of monitoring systems and advanced sensors & catheters. Measurements provided by our systems help clinicians determine how well the heart is pumping blood and how efficiently oxygen from the blood is being used by the tissues. Our **Hemodynamic Monitoring** ~~primary Critical Care~~ products ~~are~~ **include** : • Cogent ™ 2- in- 1 hemodynamic monitoring system; • CardioFlo ™ hemodynamic monitoring system; • TDQ ™ and OptiQ ™ cardiac output monitoring catheters; • TriOxTM venous oximetry catheters; • Transpac ™ blood pressure transducers; ~~and~~ • SafeSet ™ closed blood

sampling and conservation system ~~. Infusion Systems- Smiths Medical We offer a wide range of infusion pumps, disposables and safety software for use in both hospital and home settings. These products participate in adjacent categories to the legacy ICU Medical Infusion Systems product line. The primary Infusion Systems- Smiths Medical products are: Ambulatory Infusion Hardware: • CADD ® ambulatory infusion pumps and disposables, including administration sets and medication cassette reservoirs, support a variety of IV pain management therapies across clinical care areas from hospital to outpatient treatment. Syringe Infusion Hardware: • MedfusionTM syringe infusion pumps are designed for the administration of fluids and medication requiring precisely controlled infusion rates from a variety of syringe sizes in acute care settings. Infusion Software: • PharmGuard ® Medication Safety Software for MedfusionTM 4000 syringe and CADD ™ Solis pumps allows for customized drug libraries to support the standardization of protocols for medication administration throughout the facility. Vascular Access- Smiths Medical Our Vascular Access- Smiths Medical products allow clinicians to safely access the patients' bloodstream to deliver fluids and medication or to obtain blood samples. Vascular Access products are often used in conjunction with Consumables and Infusion Systems devices. Our primary Vascular Access products are: • Jelco ® safety and conventional peripheral IV catheters, sharps safety devices for hypodermic injection, and venipuncture blood collection and peripheral IV catheters designed to help prevent needlestick injury and to reduce the risks associated with blood exposure and contamination while reducing patients' risk of infection; • DELTEC ® implantable ports and GRIPPER ® non- coring needles for portal access; • Portex ® arterial blood sampling syringes, anesthesia trays and kits for pain management; • Powerwand ® midline catheters~~ ; and • MEDEX ® LogiCal ® Pressure Monitoring System and components. **General Anesthesia & Respiratory** ~~Vital Care- Smiths Medical~~ We offer a **broad** range of **anesthesia systems and** devices and ~~systems to~~ **breathing circuits, ventilation, respiratory and specialty airway products that** maintain patients' airways ~~and body temperature~~ before, during and after surgery. Our primary ~~Vital Care~~ **Anesthesia & Respiratory** products are: ~~• Level 1 ® temperature management systems used in perioperative and critical care settings to help monitor and regulate patient temperature through rapid infusion, routine blood and fluid warming, irrigation warming and convective warming.~~ • Portex ® acapella ® bronchial hygiene products used to mobilize pulmonary secretions to facilitate the opening of airways in patients with chronic respiratory diseases such as chronic obstructive pulmonary disease ~~("~~ **, or** COPD ~~")~~ , asthma and cystic fibrosis. **Temperature Management solutions systems are used in perioperative and critical care settings to help monitor and regulate patient temperature. Our primary Temperature Management products include: • Level 1 ® rapid infusion, fluid warming, routine blood and fluid warming, irrigation fluid warming, convective patient warming and temperature probes. Regional Anesthesia / Pain Management Trays We offer a comprehensive range of** Portex ® ~~Bivona ® tracheostomy tubes in PVC~~ **regional anesthesia / pain management trays** and **components** ~~silicone construction that provide a secure airway for both surgical and percutaneous procedures~~ . Our ~~silicone tracheostomy tubes are customizable to accommodate unique patient requirements~~ **primary products include: • Epidural Trays; • Spinal Trays; • Combined (CSE) Trays; • Peripheral Nerve Block Trays; and • Specialty Trays (Lumbar Puncture, Amniocentesis, Myelogram)** . Financial information relating to our reporting segment and primary product lines is set forth in Part II, Item 7." Management' s Discussion and Analysis of Financial Condition and Results of Operations" of this Annual Report on Form 10- K, and is incorporated herein by reference. Manufacturing Facilities Our manufacturing facilities are concentrated in the United States, Costa Rica, Mexico, and Czech Republic. See Part I, Item 2 of this Annual Report on Form 10- K. We also rely on certain outside manufacturers for certain product lines in Infusion Systems and ~~we~~ **have in the past** ~~leverage~~ **leveraged** a long- term **manufacturing and** supply agreement **(" MSA")** with Pfizer ~~(described below)~~ to provide additional IV Solution products to us **when requested** . **We no longer purchase products from** ~~In 2017, we entered into two Manufacturing and Supply Agreements (" MSAs") with~~ Pfizer under ~~which, (i) Pfizer agreed to manufacture and supply us with certain agreed upon products for an initial five- year term with a one- time two- year option to extend and (ii) we agreed to manufacture and supply Pfizer certain agreed upon products for a term of five or ten years depending on~~ the ~~product, with a one- time two- year option to extend. The initial supply price under each~~ MSA ~~is annually updated and is in full consideration for all costs associated with the manufacture, documentation, packaging and certification of the products. In January 2021, we amended our MSA with Pfizer whereby we agreed to manufacture and supply certain agreed upon products to Pfizer. The amendment included a change to the term of the agreement to end on December 31, 2024 with Pfizer' s unilateral election to extend through December 31, 2025. Other changes included (i) changes to our level of supply of products to Pfizer, (ii) certain changes to our manufacturing lines, (iii) updates to our supply price with added volume price tiers for annual periods and (iv) certain minimum purchase requirements for certain products. On February 1, 2022, effective as of January 1, 2022, upon our request, Pfizer executed a Product Addendum (the" Product Addendum") to our MSA agreement whereby Pfizer agreed to manufacture and supply to us certain agreed upon products subject to certain time and pricing terms and conditions. The Product Addendum expired on November 30, 2022~~ . We operate regional device service centers, in a number of locations, including Salt Lake City, Utah, U. S., **Grasbrunn, Germany;** Sligo, Ireland; San Laurent, Quebec, Canada; Taipei, Taiwan and Rydalmere, Australia. See Part I, Item 2 of this Annual Report on Form 10- K. Raw Materials We purchase many of the components and raw materials used in manufacturing our products from numerous suppliers in various countries. Certain components and raw materials are available only from a single supplier. We currently attempt to manage the risk associated with such suppliers by means of inventory management, relationship management and evaluation of alternative sources when feasible. See Item 1A. Risk Factors- We are dependent on single and limited source third- party suppliers, which subjects our business and results of operations to risks of supplier business interruptions, and a loss or degradation in performance in our suppliers could have an adverse effect on our business and financial condition. Sales, Marketing and Administration We sell globally through our own direct sales force and through independent distributors. We currently serve customers in over 100 countries throughout the world. The majority of our sales is denominated in United States (" U. S.") dollars and we have sales denominated in Euros, Canadian dollars, Japanese Yen, British Pound and Australian dollars as well as other currencies. In **2023 and** 2022, we had worldwide net sales to Medline of

16 % and 15 % of consolidated net sales **, respectively** . In 2021 ~~and 2020~~ , we did not have sales over 10 % to any single customer. Distribution Our products are marketed and distributed in the U. S. and internationally to medical product manufacturers, independent distributors and directly to end users. The distribution of our products in the U. S. is supported by a network of owned and leased distribution centers, which include King of Prussia, Pennsylvania; Los Angeles, California; Dallas, Texas and Olive Branch, Mississippi. We also utilize a number of public warehouses as part of our supply chain. Internationally, we manage distribution by utilizing international regional hubs and through independent distributors. Government Regulation Our products and operations are subject to extensive and rigorous regulation by the Food and Drug Administration (" FDA") and other federal, state and local authorities, as well as foreign regulatory authorities. The FDA regulates, among other things, the research, development, testing, manufacturing, approval, labeling, storage, recordkeeping, advertising, promotion and marketing, distribution, post- approval monitoring and reporting and import and export of drug products, medical devices and combination drug / device products in the U. S. to assure the safety and effectiveness of such medical products for their intended uses and otherwise meet the applicable requirements of the Federal Food, Drug and Cosmetic Act (“ FDC Act ”). The Federal Trade Commission (" FTC") also regulates the advertising of our products. Further, we are subject to laws directed at preventing fraud and abuse, which subject our sales and marketing, training and other practices to government scrutiny. Medical Device Regulation in the U. S. The majority of our products are regulated by the FDA as medical devices in the U. S. Unless an exemption applies, each new or significantly modified medical device we seek to commercially distribute in the U. S. will require either a pre- market notification to the FDA requesting permission for commercial distribution under Section 510 (k) of the FDC Act, also referred to as a 510 (k) clearance, or approval from the FDA of a pre- market approval (" PMA") application. Under the FDC Act, medical devices are classified into one of three classes — Class I, Class II or Class III — depending on the degree of risk associated with each medical device and the extent of manufacturer and regulatory control needed to ensure its safety and effectiveness. Class I devices are those that pose the lowest risk to the patient and are those for which safety and effectiveness can be assured by adherence to the FDA' s General Controls for medical devices, which include compliance with the applicable portions of current good manufacturing practices (" cGMPs") for medical devices known as the Quality System Regulation (" QSR"), facility registration and product listing, reporting of adverse medical events, and truthful and non- misleading labeling, advertising, and promotional materials. Class II devices are subject to the FDA' s General Controls, and special controls as deemed necessary by the FDA to ensure the safety and effectiveness of the device. Devices deemed by the FDA to pose the greatest risks, such as life sustaining, life supporting or some implantable devices, or devices that have a new intended use, or use advanced technology that is not substantially equivalent to that of a legally marketed device, are placed into Class III. Manufacturers of most Class II devices are required to obtain from the FDA a 510 (k) clearance for permission to commercially distribute the device. Class III devices require approval of a PMA application evidencing safety and effectiveness of the device. Under the 510 (k) process, applicants must demonstrate to the FDA that the device is as safe and effective as, or substantially equivalent to, a legally marketed device, the" predicate" device. A predicate device is a legally marketed device that is not subject to pre- market approval, i. e., a device that was legally marketed prior to May 28, 1976 (pre- amendments device) and for which a PMA is not required, a device that has been reclassified from Class III to Class II or I, or a device that was found substantially equivalent through the 510 (k) process. Applicants must submit performance data to establish substantial equivalence. In some instances, data from human clinical trials must also be submitted in support of a 510 (k) pre- market notification. If so, these data must be collected in a manner that conforms to the applicable Investigational Device Exemption (" IDE") regulations. If the FDA agrees that the device is substantially equivalent to a lawfully marketed predicate device, it will grant 510 (k) clearance to authorize the device for commercialization. If the FDA determines that the device is" not substantially equivalent," the device is automatically designated as a Class III device. The device sponsor must then fulfill more rigorous PMA requirements, or can request a risk- based classification determination for the device in accordance with the de novo classification process, which is a route to market for novel medical devices that are low to moderate risk and are not substantially equivalent to a predicate device. After a device receives 510 (k) clearance, any modification that could significantly affect its safety or effectiveness, or that would constitute a major change or modification in its intended use, will require a new 510 (k) clearance or, depending on the modification, PMA approval or de novo classification. The FDA requires each manufacturer to determine whether the proposed change requires submission of a 510 (k), de novo classification request or a PMA in the first instance, but the FDA can review any such decision and disagree with a manufacturer’ s determination. If the FDA disagrees with a manufacturer’ s determination not to seek a new 510 (k) or other form of marketing authorization for the modification to the 510 (k)- cleared product, the FDA can require the manufacturer to cease marketing and / or request the recall of the modified device until 510 (k) clearance or PMA approval is obtained or a de novo classification is granted. In the PMA application process, the applicant must demonstrate to the satisfaction of the FDA that the device is safe and effective for its intended use. This approval process applies to most Class III devices, and generally requires clinical data to support the safety and effectiveness of the device, obtained in adherence with IDE requirements. Following receipt of a PMA application, the FDA determines whether the application is sufficiently complete to permit a substantive review. If FDA accepts the application for review, it has 180 days under the FDC Act to complete its review of a PMA, although in practice, the FDA' s review often takes significantly longer, and can take up to several years. An advisory panel of experts from outside the FDA may be convened to review and evaluate the application and provide recommendations to the FDA as to the approvability of the device. The FDA may or may not accept the panel' s recommendation. In addition, the FDA will generally conduct a pre- approval inspection of the applicant or its third- party manufacturers' or suppliers' facilities to ensure compliance with the QSR. The FDA will approve the new device for commercial distribution if it determines that the data and information in the PMA constitute valid scientific evidence and that there is reasonable assurance that the device is safe and effective for its intended use (s). The FDA may approve a PMA with post- approval conditions intended to ensure the safety and effectiveness of the device, including, among other things, restrictions on labeling, promotion, sale and distribution, and collection of long- term follow- up data from patients

in the clinical study that supported PMA approval or requirements to conduct additional clinical studies post- approval. Certain changes to an approved device, such as changes in manufacturing facilities, methods, or quality control procedures, or changes in the design performance specifications, which affect the safety or effectiveness of the device, require submission of a PMA supplement, or in some cases a new PMA. After a device is cleared or approved or otherwise authorized for marketing, numerous pervasive regulatory requirements continue to apply unless explicitly exempt. These include: • establishment registration and device listing with the FDA; • QSR requirements, which require manufacturers, including third- party manufacturers, to follow stringent design, testing, control, documentation and other quality assurance procedures during all aspects of the design and manufacturing process; • clearance or approval of product modifications to 510 (k)- cleared devices that could significantly affect safety or effectiveness or that would constitute a major change in intended use of cleared devices; • medical device reporting regulations, which require that a manufacturer report to the FDA if a device it markets may have caused or contributed to a death or serious injury, or has malfunctioned and the device or a similar device that it markets would be likely to cause or contribute to a death or serious injury, if the malfunction were to recur; • correction, removal and recall reporting regulations, which require that manufacturers report to the FDA field corrections and product recalls or removals if undertaken to reduce a risk to health posed by the device or to remedy a violation of the FDC Act that may present a risk to health; • complying with requirements governing Unique Device Identifiers on devices and also requiring the submission of certain information about each device to the FDA' s Global Unique Device Identification Database; • the FDA' s recall authority, whereby the agency can order device manufacturers to recall from the market a product that is in violation of governing laws and regulations; and • post- market surveillance activities and regulations, which apply when deemed by the FDA to be necessary to protect public health or to provide additional safety and effectiveness data for the device. Drug Regulation in the U. S. Certain of our IV solutions products are regulated by the FDA as drugs. In the U. S., the FDA regulates drugs under the FDC Act, and its implementing regulations, and biologics under the FDC Act and its implementing regulations. The process required by the FDA before a drug may be marketed in the U. S. generally involves the following: • completion of preclinical laboratory tests and animal studies performed in accordance with the FDA' s Good Laboratory Practice requirements; • submission to the FDA of an investigational new drug application (" IND"), which must become effective before clinical trials may begin; • approval by an institutional review board ~~(" IRB")~~ or ethics committee at each clinical site before the trial is commenced; • performance of adequate and well- controlled human clinical trials to establish the safety and efficacy of the proposed product candidate for its intended purpose; • preparation of and submission to the FDA of a New Drug Application (" NDA") or abbreviated new drug application (" ANDA") after completion of all required clinical trials; • satisfactory completion of an FDA Advisory Committee review, if applicable; • a determination by the FDA within 60 days of its receipt of an NDA to file the application for review; • satisfactory completion of an FDA pre- approval inspection of the manufacturing facility or facilities at which the proposed product is produced to assess compliance with cGMPs and to assure that the facilities, methods and controls are adequate to preserve the product' s continued safety, purity and potency, and of selected clinical investigation sites to assess compliance with Good Clinical Practices ~~(" GCPs")~~ ; and • FDA review and approval of the NDA to permit commercial marketing of the product for particular indications for use in the U. S. Prior to beginning clinical trials of a drug product in the U. S., an IND must be submitted to the FDA. An IND is a request for authorization from the FDA to administer an investigational new drug product to humans. An IND must become effective before human clinical trials may begin. Assuming successful completion of all required testing in accordance with all applicable regulatory requirements, the results of product development, nonclinical studies and clinical trials are submitted to the FDA as part of an NDA requesting approval to market the product for one or more indications. The NDA must include all relevant data available from preclinical and clinical studies, including negative or ambiguous results as well as positive findings, together with detailed information relating to the product' s chemistry, manufacturing, controls, and proposed labeling, among other things. The submission of an NDA requires payment of a substantial application user fee to the FDA, unless a waiver or exemption applies. After the FDA evaluates an NDA and conducts inspections of manufacturing facilities where the investigational product and / or its drug substance will be produced and of select clinical trial sites, the FDA may issue an approval letter or a Complete Response Letter (" CRL"). An approval letter authorizes commercial marketing of the product with specific prescribing information for specific indications. A CRL will generally describe all of the deficiencies that the FDA has identified in the NDA. In issuing the CRL, the FDA may recommend actions that the applicant might take to place the NDA in condition for approval, including requests for additional information or clarification. The FDA may delay or refuse approval of an NDA if applicable regulatory criteria are not satisfied, require additional testing or information and / or require post- marketing testing and surveillance to monitor safety or efficacy of a product. If regulatory approval of a drug is granted, such approval will be granted for particular indications and may include limitations on the indicated uses for which such drug may be marketed. The FDA also may condition approval on, among other things, changes to proposed labeling or the development of adequate controls and specifications. ~~Once approved, the FDA may withdraw the approval if compliance with pre- and post- marketing requirements is not maintained or if problems occur after the product reaches the marketplace.~~ The FDA may **also** require one or more post- market studies and **additional** surveillance to further assess and monitor the drug' s safety and effectiveness after commercialization, and may limit further marketing of the drug based on the results of these post- marketing studies. Any drugs manufactured or distributed pursuant to FDA approvals are subject to pervasive and continuing regulation by the FDA, including, among other things, requirements relating to record- keeping, reporting of adverse experiences, periodic reporting, product sampling and distribution, and advertising and promotion of the product. After approval, most changes to the approved product, such as adding new indications or other labeling claims, are subject to prior FDA review and approval. There also are continuing, annual program fees for any marketed products. Drug manufacturers and their subcontractors are required to register their establishments with the FDA and certain state agencies, and are subject to periodic unannounced inspections by the FDA and certain state agencies for compliance with cGMP, which impose certain procedural and documentation requirements upon us and our third- party manufacturers. FDA regulations also

require investigation and correction of any deviations from cGMP and impose reporting requirements upon us and any third-party manufacturers that we may decide to use. Accordingly, manufacturers must continue to expend time, money and effort in the area of production and quality control to maintain compliance with cGMP and other aspects of regulatory compliance. Post-Market Enforcement in the U. S. The FDA may withdraw marketing authorizations for drugs or medical devices if compliance with regulatory requirements and standards is not maintained or if problems occur after the product reaches the market. Later discovery of previously unknown problems with a product, including adverse events of unanticipated severity or frequency, or with manufacturing processes, or failure to comply with regulatory requirements, may result in revisions to the approved labeling to add new safety information, imposition of post- market studies or clinical studies to assess new safety risks, or imposition of distribution restrictions or other restrictions. Other potential consequences include, among other things: complete withdrawal of the product from the market, product recalls, fines, warning letters, untitled letters, clinical holds on clinical studies, refusal of the FDA to approve pending applications or supplements to approved applications, product seizures or detention, refusal to permit the import or export of products, consent decrees, corporate integrity agreements, debarment or exclusion from federal healthcare programs, the issuance of corrective information, injunctions, or the imposition of civil or criminal penalties. In addition, the FDA closely regulates the marketing, labeling, advertising and promotion of drugs and medical devices. A company can make only those claims relating to safety and efficacy, purity and potency that are cleared or approved by the FDA and in accordance with the provisions of the authorized label. The FDA and other agencies actively enforce the laws and regulations prohibiting the promotion of off- label uses. Failure to comply with these requirements can result in, among other things, adverse publicity, warning letters, corrective advertising and potential civil and criminal penalties. Regulation of Medical Devices in the European Union The European Union (" EU") has adopted specific directives and regulations regulating the design, manufacture, clinical investigation, conformity assessment, labeling and adverse event reporting for medical devices. Until May 25, 2021, medical devices were regulated by Council Directive 93 / 42 / EEC (the" EU Medical Devices Directive") which has been repealed and replaced by Regulation (EU) No 2017 / 745 (the" EU Medical Devices Regulation"). Our current certificates have been granted under the EU Medical Devices Directive whose regime is described below. However, as of May 26, 2021, some of the EU Medical Devices Regulation requirements apply in place of the corresponding requirements of the EU Medical Devices Directive with regard to registration of economic operators and of devices, post- market surveillance and vigilance requirements. Pursuing marketing of medical devices in the EU will notably require that our devices be certified under the new regime set forth in the EU Medical Devices Regulation ~~when our current certificates expire~~ . Under the EU Medical Devices Directive, all medical devices placed on the market in the EU must meet the relevant essential requirements laid down in Annex I to the EU Medical Devices Directive, including the requirement that a medical device must be designed and manufactured in such a way that it will not compromise the clinical condition or safety of patients, or the safety and health of users and others. In addition, the device must achieve the performance intended by the manufacturer and be designed, manufactured, and packaged in a suitable manner. The European Commission has adopted various standards applicable to medical devices. These include standards governing common requirements, such as sterilization and safety of medical electrical equipment and product standards for certain types of medical devices. There are also harmonized standards relating to design and manufacture. While not mandatory, compliance with these standards is viewed as the easiest way to satisfy the essential requirements as a practical matter as it creates a rebuttable presumption that the device satisfies that essential requirement. To demonstrate compliance with the essential requirements laid down in Annex I to the EU Medical Devices Directive, medical device manufacturers must undergo a conformity assessment procedure, which varies according to the type of medical device and its (risk) classification. As a general rule, demonstration of conformity of medical devices and their manufacturers with the essential requirements must be based, among other things, on the evaluation of clinical data supporting the safety and performance of the products during normal conditions of use. Specifically, a manufacturer must demonstrate that the device achieves its intended performance during normal conditions of use, that the known and foreseeable risks, and any adverse events, are minimized and acceptable when weighed against the benefits of its intended performance, and that any claims made about the performance and safety of the device are supported by suitable evidence. Except for low- risk medical devices (Class I non- sterile, non- measuring devices), where the manufacturer can self- ~~declare~~ **assess** the conformity of its products with the essential requirements (except for any parts which relate to sterility or metrology), a conformity assessment procedure requires the intervention of a notified body. Notified bodies are independent organizations designated by EU member states to assess the conformity of devices before being placed on the market. A notified body would typically audit and examine a product' s technical dossiers and the ~~manufacturers~~ **manufacturer** ' **s** quality system (the notified body must presume that quality systems which implement the relevant harmonized standards – which is ISO 13485: 2016 for Medical Devices Quality Management Systems – conform to these requirements). If satisfied that the relevant product conforms to the relevant essential requirements, the notified body issues a certificate of conformity, which the manufacturer uses as a basis for its own declaration of conformity. The manufacturer may then apply the European Conformity (" CE") mark to the device, which allows the device to be placed on the market throughout the EU. Throughout the term of the certificate of conformity, the manufacturer will be subject to periodic surveillance audits to verify continued compliance with the applicable requirements. In particular, there will be a new audit by the notified body before it will renew the relevant certificate (s). The regulatory landscape related to medical devices in the EU recently evolved. On April 5, 2017, the EU Medical Devices Regulation was adopted with the aim of ensuring better protection of public health and patient safety. The EU Medical Devices Regulation establishes a uniform, transparent, predictable and sustainable regulatory framework across the EU for medical devices and ensure a high level of safety and health while supporting innovation. Unlike the EU Medical Devices Directive, the EU Medical Devices Regulation is directly applicable in EU member states without the need for member states to implement into national law. This aims to increase harmonization across the EU. The EU Medical Devices Regulation became effective on May 26, 2021. **In accordance with its recently extended transitional provisions, both (i)** ~~Devices~~ **devices** lawfully placed on the

market pursuant to the EU Medical Devices Directive prior to May 26, 2021 **and (ii) legacy devices lawfully placed on the EU market after May 26, 2021 in accordance with the EU Medical Devices Regulation transitional provisions** may generally continue to be made available on the market or put into service ~~until May 26, 2025~~, provided that the requirements of the transitional provisions are fulfilled ~~. In particular, the certificate in question must still be valid~~. However, even in this case, manufacturers must comply with a number of new or reinforced requirements set forth in the EU Medical Devices Regulation, in particular the obligations described below. The EU Medical Devices Regulation requires that before placing a device, other than a custom- made device, on the market, manufacturers (as well as other economic operators such as authorized representatives and importers) must register by submitting identification information to the electronic system (**"** Eudamed **"**), unless they have already registered. The information to be submitted by manufacturers (and authorized representatives) also includes the name, address and contact details of the person or persons responsible for regulatory compliance. The new Regulation also requires that before placing a device, other than a custom- made device, on the market, manufacturers must assign a unique identifier to the device and provide it along with other core data to the unique device identifier (" UDI") database. These new requirements aim at ensuring better identification and traceability of the devices. Each device – and as applicable, each package – will have a UDI composed of two parts: a device identifier (" UDI- DI") specific to a device, and a production identifier (" UDI- PI") to identify the unit producing the device. Manufacturers are also notably responsible for entering the necessary data on Eudamed, which includes the UDI database, and for keeping it up to date. The obligations for registration in Eudamed will become applicable at a later date (as Eudamed is not yet fully functional). Until Eudamed is fully functional, the corresponding provisions of the EU Medical Devices Directive continue to apply for the purpose of meeting the obligations laid down in the provisions regarding exchange of information, including, and in particular, information regarding registration of devices and economic operators. All manufacturers placing medical devices on the market in the EU must comply with the EU medical device vigilance system which has been reinforced by the EU Medical Devices Regulation. Under this system, serious incidents and Field Safety Corrective Actions (" FSCAs") must be reported to the relevant authorities of the EU member states. These reports will have to be submitted through Eudamed – once functional – and aim to ensure that, in addition to reporting to the relevant authorities of the EU member states, other actors such as the economic operators in the supply chain will also be informed. Until Eudamed is fully functional, the corresponding provisions of the EU Medical Devices Directive continue to apply. ~~A serious incident is defined as any malfunction or deterioration in the characteristics or performance of a device made available on the market, including use- error due to ergonomic features, as well as any inadequacy in the information supplied by the manufacturer and any undesirable side- effect, which, directly or indirectly, might have led or might lead to the death of a patient or user or of other persons or to a temporary or permanent serious deterioration of a patient' s, user' s or other person' s state of health or a serious public health threat.~~ Manufacturers are required to take FSCAs **, which are** defined as any corrective action for technical or medical reasons to prevent or reduce a risk of a serious incident associated with the use of a medical device that is made available on the market. **A serious incident is any malfunction or deterioration in the characteristics or performance of a device on the market (e. g., inadequacy in the information supplied by the manufacturer, undesirable side- effect), which, directly or indirectly, might lead to either the death or serious deterioration of the health of a patient, user, or other persons, or to a serious public health threat.** An FSCA may include the recall, modification, exchange, destruction or retrofitting of the device. FSCAs must be communicated by the manufacturer or its legal representative to its customers and / or to the end users of the device through Field Safety Notices. For similar serious incidents that occur with the same device or device type and for which the root cause has been identified or a FSCA implemented or where the incidents are common and well documented, manufacturers may provide periodic summary reports instead of individual serious incident reports. The advertising and promotion of medical devices ~~is~~ **are** subject to some general principles set forth in EU legislation. According to the EU Medical Devices Regulation, only devices that are CE marked may be marketed and advertised in the EU in accordance with their intended purpose. Directive 2006 / 114 / EC concerning misleading and comparative advertising and Directive 2005 / 29 / EC on unfair commercial practices, while not specific to the advertising of medical devices, also apply to the advertising thereof and contain general rules, for example, requiring that advertisements are evidenced, balanced and not misleading. Specific requirements are defined at a national level. EU member states' laws related to the advertising and promotion of medical devices, which vary between jurisdictions, may limit or restrict the advertising and promotion of products to the general public and may impose limitations on promotional activities with healthcare professionals. Many EU member states have adopted specific anti- gift statutes that further limit commercial practices for medical devices, in particular vis- à- vis healthcare professionals and organizations. Additionally, there has been a recent trend of increased regulation of payments and transfers of value provided to healthcare professionals or entities and many EU member states have adopted national" Sunshine Acts" which impose reporting and transparency requirements (often on an annual basis), similar to the requirements in the U. S., on medical device manufacturers. Certain countries also mandate implementation of commercial compliance programs. In the EU, regulatory authorities have the power to carry out announced and, if necessary, unannounced inspections of companies, as well as suppliers and / or sub- contractors and, where necessary, the facilities of professional users. Failure to comply with regulatory requirements (as applicable) could require time and resources to respond to the regulatory authorities' observations and to implement corrective and preventive actions, as appropriate. Regulatory authorities have broad compliance and enforcement powers and, if such issues cannot be resolved to their satisfaction, can take a variety of actions, including untitled or warning letters, fines, consent decrees, injunctions, or civil or criminal penalties. The aforementioned EU rules are generally applicable in the European Economic Area (" EEA") which consists of the 27 EU member states plus Norway, Liechtenstein and Iceland. Brexit Since January 1, 2021, the Medicines and Healthcare Products Regulatory Agency (" MHRA") has become the sovereign regulatory authority responsible for Great Britain (i. e. England, Wales and Scotland) medical device market according to the requirements provided in the Medical Devices Regulations 2002 (SI 2002 No 618, as amended) that sought to give effect to the three pre- existing EU directives governing active implantable medical devices, general medical devices and in

vitro diagnostic medical devices whereas Northern Ireland continues to be governed by EU rules according to the Northern Ireland Protocol. Following the end of the United Kingdom' s (" UK' s") withdrawal from the EU (" Brexit") transitional period on January 1, 2021, new regulations require all medical devices to be registered with the MHRA before being placed on the Great Britain market. The MHRA only registers devices where the manufacturer or their UK responsible person has a registered place of business in the UK. Beginning January 1, 2022, manufacturers based outside the UK need to appoint a UK responsible person that has a registered place of business in the UK to register devices with the MHRA. On June 26, 2022, the MHRA published its response to a 10- week consultation on the post- Brexit regulatory framework for medical devices and diagnostics. MHRA seeks to amend the UK Medical Devices Regulations 2002 (which are based on EU legislation, primarily the EU Medical Devices Directive and the EU In Vitro Diagnostic Medical Devices Directive 98 / 79 / EC), in particular to create a new access pathway to support innovation, create an innovative framework for regulating software and artificial intelligence as medical devices, reform IVD regulation and foster sustainability through the reuse and remanufacture of medical devices. Regulations implementing the new regime were originally scheduled to come into force in July 2023, but have recently been postponed to July ~~2024~~ **2025** . Devices bearing CE marks issued by EU notified bodies under the ~~MDR~~ **EU Medical Devices Regulation** or ~~MDD~~ **EU Medical Devices Directive** are now subject to transitional arrangements. **The UK Government has introduced legislation** ~~In its consultation response, the MHRA indicated~~ that ~~the future UK regulations will allow~~ **provides that CE- marked medical** devices **may** ~~certified under the MDR to~~ be placed on the ~~market in~~ Great Britain ~~under~~ **market on** the **following timelines: • general medical devices compliant with the EU Medical Devices Directive or EU Active Implantable Medical Devices Directive with a valid declaration and** CE **marking can** ~~mark until either the certificate expires or for five years after the new regulations take effect, whichever is sooner. Devices certified under the MDD could continue to~~ be placed on the **Great Britain** market **up** until ~~either~~ **the sooner of expiry of** the certificate ~~expires or for~~ - **or June 30, 2028; and • general medical devices, including custom- made devices, compliant with** ~~three~~ -- **the EU Medical Devices** ~~years after the new regulations~~ - **Regulation** ~~take effect~~ **can be placed on the Great Britain market up until June 30** , **2030** ~~whichever is sooner~~ . Following these transitional periods, it is expected that all medical devices will require a UK Conformity Assessed (" UKCA") mark. Manufacturers may choose to use the UKCA mark on a voluntary basis ~~until June 30, 2023~~ **prior to the mandatory deadlines** . However, UKCA marking will not be recognized in the EU. The rules for placing medical devices on the market in Northern Ireland, which is part of the UK, differ from those in the rest of the UK. Compliance with this legislation is a prerequisite to be able to affix the UKCA mark to our products, without which they cannot be sold or marketed in Great Britain. In addition, the trade deal between the UK and the EU generally provides for cooperation and exchange of information between the parties in the areas of product safety and compliance, including market surveillance, enforcement activities and measures, standardization- related activities, exchanges of officials, and coordinated product recalls. As such, processes for compliance and reporting should reflect requirements from regulatory authorities. Under the terms of the Northern Ireland Protocol, Northern Ireland follows EU rules on medical devices and devices marketed in Northern Ireland require assessment according to the EU regulatory regime. Such assessment may be conducted by an EU notified body, in which case a CE mark is required before placing the device on the market in the EU or Northern Ireland. Alternatively, if a UK notified body conducts such assessment, a' UKNI' mark is applied and the device may only be placed on the market in Northern Ireland and not the EU. Manufacturing Regulation We must also comply with FDA and International Organization for Standardization (" ISO") governing medical device manufacturing practices. The FDA, state, foreign agencies and ISO require manufacturers to register and subject manufacturers to periodic FDA, state, foreign agencies and notified bodies and ISO inspections and audits of their manufacturing facilities. We are a FDA and ISO registered medical device manufacturer, and must demonstrate that we and our contract manufacturers comply with the FDA' s QSR, cGMPs and similar foreign requirements. The FDA, other regulatory agencies and notified bodies outside the U. S. monitor compliance with these requirements through inspections and audits of manufacturing facilities. If an inspector observes conditions that might be violative, the manufacturer must correct those conditions or explain them satisfactorily, or face potential regulatory action that might include physical removal of the product from the marketplace. Other Healthcare Laws We are subject to additional healthcare regulation and enforcement by the federal government and by authorities in the states and foreign jurisdictions in which we conduct our business. These laws include: • the federal Anti- Kickback Statute, which prohibits, among other things, persons from knowingly and willfully soliciting, receiving, offering or paying remuneration, directly or indirectly, in exchange for or to induce either the referral of an individual for, or the purchase, order or recommendation of, any good or service for which payment may be made under federal healthcare programs, such as the Medicare and Medicaid programs. A person or entity does not need to have actual knowledge of the federal Anti- Kickback Statute or specific intent to violate it to have committed a violation; • federal false claims laws which prohibit, among other things, individuals or entities from knowingly presenting, or causing to be presented, claims for payment from Medicare, Medicaid or other federal third- party payors that are false or fraudulent. In addition, the government may assert that a claim including items or services resulting from a violation of the federal Anti- Kickback Statute constitutes a false or fraudulent claim for purposes of the False Claims Act; • the federal Civil Monetary Penalties Law, which prohibits, among other things, offering or transferring remuneration to a federal healthcare beneficiary that a person knows or should know is likely to influence the beneficiary' s decision to order or receive items or services reimbursable by the government from a particular provider or supplier; • federal criminal laws that prohibit executing a scheme to defraud any federal healthcare benefit program or making false statements relating to healthcare matters. Similar to the federal Anti- Kickback Statute, a person or entity does not need to have actual knowledge of the statute or specific intent to violate it to have committed a violation; • the federal Health Insurance Portability and Accountability Act of 1996, as amended by the Health Information Technology for Economic and Clinical Health Act, which governs the conduct of certain electronic healthcare transactions and protects the security and privacy of protected health information; • the federal Physician Payment Sunshine Act, which requires manufacturers of drugs, devices, biologics and medical supplies for which payment is available under Medicare, Medicaid or the

Children' s Health Insurance Program (with certain exceptions) to report annually to the Centers for Medicare & Medicaid Services (" CMS") information related to payments or other" transfers of value" made to physicians (defined to include doctors, dentists, optometrists, podiatrists and chiropractors), certain non- physician health care professionals (physician assistants, nurse practitioners, clinical nurse specialists, anesthesiologist assistants, certified registered nurse anesthetists, anesthesiology assistants and certified nurse midwives), and teaching hospitals and ownership and investment interests held by the physicians described above and their immediate family members; and • analogous state and foreign law equivalents of each of the above federal laws, such as anti- kickback and false claims laws which may apply to items or services reimbursed by any third- party payor, including commercial insurers; state laws that require pharmaceutical and device companies to comply with the industry' s voluntary compliance guidelines and the applicable compliance guidance promulgated by the federal government or otherwise restrict payments that may be made to healthcare providers and other potential referral sources; state laws that require device manufacturers to track and report information related to payments and other" transfers of value" to physicians and other healthcare providers or pricing, marketing expenditures and information. Violations of any of the laws described above include civil and criminal penalties, damages, fines, the curtailment or restructuring of an entity' s operations, the debarment, suspension or exclusion from federal and state healthcare programs and / or imprisonment. Coverage and Reimbursement Our profitability and operations are subject to changes in legislative, regulatory and reimbursement policies and decisions as well as changes in private payer reimbursement coverage and payment decisions and policies. Our products are purchased by hospitals, physicians and other healthcare providers that typically bill various third- party payors, such as governmental programs, private insurance plans and managed care plans, for the healthcare services and products provided to their patients. The ability of our customers to obtain appropriate coverage and reimbursement for healthcare services and products from third- party payors is critical because it affects which products customer purchase and the prices they are willing to pay since our products are not separately reimbursed by any third- party payor. Third- party payors are increasingly reducing coverage and reimbursement for certain healthcare services and products and challenging prices charged for healthcare services and products. Health Care Reform in the U. S. In the U. S., there have been, and we expect that there will continue to be, a number of federal and state proposals to limit payments by governmental payors for medical devices, and the procedures in which medical devices are used. For example, in March 2010, comprehensive healthcare reform legislation was enacted through the passage of the Patient Protection and Affordable Care Act, as amended by the Health Care and Education and Reconciliation Act (the" ACA"), which, among other things, provided incentives to programs that increase the federal government' s comparative effectiveness research, and implemented payment system reforms including a national pilot program on payment bundling to encourage hospitals, physicians and other providers to improve the coordination, quality and efficiency of certain healthcare services through bundled payment models. Since its enactment, there have been judicial, executive and Congressional challenges to certain aspects of the ACA. On June 17, 2021, the U. S. Supreme Court dismissed the most recent judicial challenge to the ACA brought by several states without specifically ruling on the constitutionality of the ACA. ~~Prior to the Supreme Court' s decision, President Biden issued an executive order to initiate a special enrollment period for purposes of obtaining health insurance coverage through the ACA marketplace from February 15, 2021 through August 15, 2021. The executive order also instructed certain governmental agencies to review and reconsider their existing policies and rules that limit access to healthcare, including among others, reexamining Medicaid demonstration projects and waiver programs that include work requirements, and policies that create unnecessary barriers to obtaining access to health insurance coverage through Medicaid or the ACA.~~ In addition, other legislative changes have been proposed and adopted since the Affordable Care Act was enacted. On August 2, 2011, the Budget Control Act of 2011 was signed into law, which, among other things, included reductions to Medicare payments to providers, which went into effect on April 1, 2013, and will stay in effect through ~~2031~~ **2032** , with the exception of a temporary suspension from May 1, 2020 through March 31, ~~2021~~ **2022** unless additional Congressional action is taken. On January 2, 2013, the American Taxpayer Relief Act of 2012, was signed into law, which, among other things, further reduced Medicare payments to several providers, including hospitals. We cannot predict whether future healthcare initiatives will be implemented at the federal or state level or internationally, or the effect any future legislation or regulation will have on us. Such legislation and regulation of healthcare costs may, however, result in decreased lower reimbursements by governmental and private payors to our customers, which may adversely affect our business, financial condition and results of operations. EU Healthcare Reform Additional healthcare reform measures in the EU may be adopted in the future as well. For instance, in December 2021, Regulation (EU) No 2021 / 2282 on Health Technology Assessment (“ HTA ”) amending Directive 2011 / 24 / EU, was adopted. ~~This~~ **While the** ~~regulation~~ **Regulation** ~~which~~ entered into force in January 2022 **, it will only begin to apply from January 2025 onwards, with preparatory and implementation- related steps to take place in the interim. Once applicable, it will have a phased implementation depending on the concerned products. The Regulation** intends to boost cooperation among EU member states in assessing health technologies, including certain high- risk medical devices, and providing the basis for cooperation at the EU level for joint clinical assessments in these areas. **It** ~~The regulation foresees a three- year transitional period and~~ will permit EU member states to use common HTA tools, methodologies, and procedures across the EU, working together in four main areas, including joint clinical assessment of the innovative health technologies with the ~~most~~ **highest** potential impact for patients, joint scientific consultations whereby developers can seek advice from HTA authorities, identification of emerging health technologies to identify promising technologies early, and continuing voluntary cooperation in other areas. Individual EU member states will continue to be responsible for assessing non- clinical (e. g., economic, social, ethical) aspects of health technology, and making decisions on pricing and reimbursement. Data Privacy and Security Medical device companies may be subject to U. S. federal and state and foreign data privacy, security and data breach notification laws governing the collection, use, disclosure and protection of health- related and other personal information. In the U. S., numerous federal and state laws and regulations, including data breach notification laws, health information privacy and security laws and consumer protection laws and regulations govern the collection, use, disclosure, and protection of health- related and other

personal information. In addition, certain foreign laws govern the privacy and security of personal data, including health- related data. Privacy and security laws, regulations, and other obligations are constantly evolving, may conflict with each other to complicate compliance efforts, and can result in investigations, proceedings, or actions that lead to significant civil and / or criminal penalties and restrictions on data processing. Competition Our industry is highly competitive. We believe our ability to effectively compete in this industry is determined by our ability to provide a wide breadth of cost- effective, high quality products. We believe the added breadth of our acquired product portfolios have increased our competitiveness as we can now provide a one- stop shop for customers and offer more flexible competitive pricing. We also believe our infusion pump product offering will enable us to achieve sales of a larger volume of higher margin infusion consumables, and we believe we have a wider customer reach through our unified distribution channels. ~~Infusion Consumables~~ We believe that our ability to effectively compete in the ~~Infusion~~ Consumables market depends upon our ability to differentiate our products based on continued innovation, safety, quality, convenience, reliability, patent protection, ease of use and the pricing of our products, in addition ~~to~~ **the** access to distribution channels. We encounter significant competition in this market both from global, large, established medical device manufacturers and from smaller companies. We compete with products and systems marketed by Becton Dickinson (" BD"), Baxter International (" Baxter"), ~~and~~ B. Braun Medical, Inc. (" B. Braun") ~~. Our CSTD products and systems~~ , **Angiodynamics** ~~used for the preparation~~ and **Teleflex** ~~safe handling of oncology drugs, compete with similar products from BD and EquaShield~~ . ~~We believe that our current CSTD product offering provides benefits over these competing systems in several areas related to safety, ease of use, quality, and cost; however, ongoing innovation will be required to remain competitive in this market space. Infusion Systems (Legacy ICU and Smiths Medical)~~ We face strong global competitors in the Infusion Systems market. In the United States (" U. S.") our competitors include BD, Baxter, **B. Braun,** Moog Medical, **and** Fresenius ~~and B. Braun~~ **Kabi, a division of Fresenius Group** . Outside of the U. S., our primary competitors are BD, B. Braun, Fresenius ~~Kabi, a division of Fresenius Group~~ , and a large number of local market pump manufacturers. These competitors benefit from greater financial, research and development and marketing resources than we have. The smart pump market in recent years has been troubled with security concerns and product recalls. We believe our ability to effectively compete will be determined by our ability to build our brand strength using the development of technological advancements aimed at increasing the quality, reliability, safety and security of our pumps while at the same time focusing on manufacturing efficiency and cost-effectiveness, which are operationally challenging with evolving product lines. **Our** ~~We participate in the~~ IV ~~solutions~~ **Solutions** ~~market only~~ **products are sold** in the U. S. and Canada **and compete in the U. S. with Baxter and B. Braun. Our other Vital Care products compete with numerous competitors due to our broad product portfolio** . Our primary competitors ~~in the U. S.~~ include ~~Baxter~~ **Edwards Lifesciences, Belmont** and **Intersurgical plc** ~~B. Braun. Demand for IV solutions is typically high and raw materials required to produce IV solutions are readily available~~ . Our ability to compete ~~will depend on our ability to maximize production, develop innovations in our product line, focus on cost- effectiveness and maintain the appropriate quality infrastructure. Our primary competitor in Critical Care is Edwards Lifesciences. Our Vascular Access product line of Smiths Medical competes primarily with BD and B. Braun as well as Angio Dynamics, Greiner Bio- One and Teleflex Incorporated. Our ability to remain competitive~~ in this market will depend on our ability to ~~focus on demonstrable patient outcomes by differentiating our products by improving device functionality and by providing successful customer training programs on the use and maintenance of our products. The Vital Care product line of Smiths Medical competes with numerous competitors due to its broad product portfolio. Those include multinational competitors such as Philips Healthcare as well as smaller more focused competitors such as Belmont and Intersurgical plc. Our ability to compete in this market will depend on our ability to~~ continue to make technological advances to our products, thereby increasing customer efficiency, and **our ability to** provide product support **and successful customer training** aimed at improving clinical decision- making that ultimately enhances patient safety **and focuses on demonstrable patient outcomes** . Patents Many of our product lines rely on patent protection. We have obtained U. S. and foreign patents relating to certain of the technologies found in our products, and are pursuing additional patent applications. There is however, no single patent or group of patents that we own that we believe is material in relation to our business as a whole. Our success will depend in part on our ability to obtain, maintain and enforce patent protection for our products and to operate without infringing on the proprietary rights of third parties. While we have obtained certain patents and applied for additional U. S. and foreign patents covering certain of our products, there is no assurance that the scope of any patent protection will prevent competitors from introducing similar or competing devices or that any of our patents will be held valid if subsequently challenged. We can also lose patent protection through expiration. The inability to obtain effective patent protection or the loss of patent protection on a specific product line could adversely affect our ability to exclude other company from producing effective competitive products. The loss of a significant portion of our patent portfolio could have an adverse impact on our financial results. The fact that a patent is issued to us does not eliminate the possibility that patents owned by others may contain claims that are infringed by our products. There has been substantial litigation regarding patent and other intellectual property rights in the medical device industry. Litigation, which would result in substantial cost to us and diversion of our resources, may be necessary to defend us against claimed infringement of the rights of others and to determine the scope and validity of the proprietary rights of others. Adverse determinations in such litigation could subject us to significant liabilities to third parties or could require us to seek licenses from third parties and could prevent us from manufacturing, selling or using our products, any of which could have a material adverse effect on our business. In addition, we have initiated litigation, and may continue to initiate litigation in the future, to enforce our intellectual property rights against those we believe to be infringing on our patents. Such litigation could result in substantial cost and diversion of resources. Seasonality / Quarterly Results Our business is not significantly impacted by seasonal aspects. We can, however, experience fluctuations in net sales as a result of variations in the ordering patterns of our largest customers, which **can** ~~has been and may continue to~~ be driven ~~more~~ by ~~the COVID- 19~~ **global health crisis or** ~~pandemic~~ **pandemics** ~~surges and its impact on hospital admissions and procedure volumes along with production scheduling and customer inventory levels~~ , as well as fluctuations due to supply constraints as a

result of other macroeconomic and global geopolitical events, such as the ~~conflict~~ **conflicts** in **Eastern Europe and** the ~~Ukraine~~ **Middle East** . Our expenses do not typically fluctuate in the same manner as net sales, which may result in cause fluctuations in operating income that are disproportionate to fluctuations in our revenue. Research and Development We continue to invest in certain research and development (" R & D") projects to drive future growth and to remain competitive in our product lines. Our main R & D facilities are located in the U. S and India. Our R & D costs primarily ~~include personnel costs~~ **relate to headcount** and **employment** ~~expenses~~ **expense** ~~related to~~ **in support of** the **ongoing** development of new products. Research and development costs were $ **85. 3 million in 2023, $** 93. 0 million in 2022 ~~,~~ **and** $ 47. 5 million in 2021 ~~and $ 42. 9 million in 2020~~ . Human Capital Management We believe our employees are the foundation of our business and are key to executing our strategy globally. The knowledge, skills and abilities of our diverse workforce is paramount in upholding our mission of connecting patients and caregivers through safe, life- saving, life enhancing IV therapy products, systems, and services. We believe the health and well- being of our employees are cornerstones for our successful operations. Whether you are a machine operator in one of our manufacturing locations, a material handler in a distribution center, a service technician supporting our products in the field, or a clinician training customers on the use of our products in a hospital, we strive to prioritize the safety of our team members. This includes designing our work environments with a safety first mindset, providing personal protective equipment and safety training beginning day one. Our ability to attract and retain talented individuals globally begins with our commitment to offer a career that gives people a unique opportunity to work in an exhilarating, fast- paced, inspiring, and collaborative environment where what they do makes a difference. We offer competitive salaries and benefit packages to all employees as well as select participation in incentive plans based on individual and company performance. We believe the development of our workforce is critical for personal growth and the success of our company as well. We reinforce this with challenging, yet rewarding assignments, continued learning and training programs through our global iLearning platform, and support continued education globally through tuition reimbursement programs. Our team believes in diversity, collaboration, and removing barriers to communication — all to create an environment where innovation and creativity can flourish. This is principal for us in attracting, developing, retaining and rewarding talent on a global scale. Finally, we believe that our leadership team, with its broad, and deep category knowledge and averaging approximately ~~22~~ **12** years of experience in IV therapy has the necessary experience to effectively lead the execution of our strategy. At December 31, ~~2022~~ **2023** , we had approximately 14, ~~500~~ **000** employees located in over 35 countries. Geographic Data Information regarding financial data by geography is set forth in Part II, Item 8." Financial Statements and Supplementary Data" of this Annual Report on Form 10- K in Notes 4 and 13 to the Consolidated Financial Statements, and is incorporated herein by reference. Available Information Our website address is http: / / www. icumed. com. We make available our Annual Reports on Form 10- K, Quarterly Reports on Form 10- Q and Current Reports on Form 8- K and other filings and amendments thereto those reports, free of charge on our website as soon as reasonably practicable after filing or furnishing them with the Securities and Exchange Commission (" SEC"). We also have our code of ethics posted on our website (http: / / www. icumed. com). The information on our website is not incorporated into this Annual Report on Form 10- K. **We use our Investor Relations website as a means of disclosing material information. Accordingly, investors should monitor our Investor Relations website, in addition to following our press releases, SEC filings, and public conference calls and webcasts.** The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC on its website (http: / / www. sec. gov). ITEM 1A. RISK FACTORS In evaluating an investment in our common stock, investors should consider carefully, among other things, the following risk factors, as well as the other information contained in this Annual Report on Form 10- K and our other reports and registration statements filed with the SEC. Any of the following risks could materially and adversely affect our results of operations or financial condition. ~~Business~~ **Market** and ~~Operating~~ **Other External** Risks ~~Our risk mitigation plans employed Market and Other External Risks~~ The consumable medical device segment of the health care industry and in particular the infusion products market is intensely competitive and continues to experience both horizontal and vertical consolidation.We believe that our ability to compete depends upon numerous factors including,among other things,continued product innovation,the quality,convenience and reliability of our products **,including demand for more environmentally friendly products and focus on using materials of concern** ,access to distribution channels,patent protection and pricing.The ability to compete effectively depends on our ability to differentiate our products based on these factors,as well as our ability to perceive and respond to changing customer needs.We encounter significant competition in our markets both from large established medical device manufacturers and from smaller companies.Many of these companies have introduced competitive products ~~with features not provided by the conventional products and methods~~ with ~~key suppliers of materials (such as resins) that~~ **features not provided by the conventional products and methods they** are ~~critical~~ **intended** to **replace. Most of our current and prospective competitors have economic and other resources substantially greater than** ~~our~~ **ours** ~~ability to manufacture our~~ **and are well established in the healthcare industry. Several large, established competitors offer broad** ~~products~~ **product** ~~, the~~ **lines and have been successful in obtaining full- line contracts with a significant number of hospitals and group purchasing organizations to** supply **all** of ~~which is currently from a sole supplier~~ **their infusion product requirements. Due to the highly competitive nature of the group purchasing organizations (" GPOs") or integrated delivery networks (" IDNs") contracting processes** , **we** may not ~~suffice~~ **be able** to ~~ensure~~ **obtain or maintain contract positions with major GPOs and IDNs across our products portfolio. Furthermore, the increasing leverage of organized buying groups may reduce market prices for our products thereby affecting our profitability. While having a contract with a GPO or IDN can facilitate sales to members of** that ~~portfolio.Furthermore,the increasing leverage of organized buying groups may reduce market prices for our products thereby affecting our profitability.While having a contract with a GPO or IDN can facilitate sales to members of that~~ GPO or IDN,it is no assurance that the sales volume of those products will be maintained.The members of such groups may choose to purchase from our competitors due to the price or quality offered by such competitors,which could result in a decline in our sales and profitability.In addition,distributors of our products may begin

to negotiate terms of sale more aggressively in an effort to increase their profitability.Failure to negotiate distribution arrangements having advantageous pricing or other terms of sale could adversely affect our results of operations and financial condition.In addition,if we fail to implement distribution arrangements successfully,it could cause us to lose market share to our competitors.Moreover,there is no assurance that our competitors will not substantially increase resources devoted to the development,manufacture and marketing of products competitive with our products.The successful implementation of such a strategy by one or more of our competitors could materially and adversely affect us. **Our production tooling is relatively expensive,with each" module," which consists of an automated assembly machine and the molds and molding machines that mold the components,costing several million dollars.Most of the modules are for the Clave product family.If the demand for these products changes significantly,which could happen with the loss of customers or a change in product mix,it may be necessary for us to recognize an impairment charge for the value of the production tooling because its cost may not be recovered through production of saleable product,which could adversely affect our financial condition.We have been and will be ordering production molds and equipment for our new products.We expect to order semi-automated or fully automated assembly machines for certain products in 2024.** If we do not **achieve significant sales of these** ~~successfully develop and commercialize enhanced or~~ new **/ transitioned** ~~products that remain competitive with new products or alternative technologies developed by others,we could lose revenue opportunities and customers,and our ability to grow our business would be impaired.The medical device industry is characterized by rapid product~~ **products** ~~development~~ **,it might be necessary for us to recognize** ~~and~~ **an** ~~technological advances~~ **impairment charge for the value of the production tooling because its costs may not be recovered through production of saleable product** ,which **could adversely affect** ~~places our products at risk of obsoleseence.Our long- term success and profit margins depend upon the development and successful commercialization of new products,new or~~ **our financial condition** ~~improved technologies and additional applications of our technology.The research and development process is time- consuming and costly,and may not result in products or applications that we can successfully commercialize.We can give no assurance that we will be able to successfully develop and commercialize enhanced or new products or that they will be accepted in the marketplace~~ .Innovations generally require a substantial investment in product development before we can determine their commercial viability,and we may not have the financial resources necessary to fund these innovations.Even if we succeed in creating new product candidates from these innovations, ~~those innovations~~ **we may** still ~~may~~ fail to **successfully** ~~result in~~ commercially ~~successful~~ **such** products.The success of new **medical** ~~product offerings for~~ device products depends on several factors,including our ability to anticipate and meet customers' or patients' needs,obtain timely regulatory approvals,clearances or certifications,and manufacture quality products in an economic and timely manner.Even if ~~we are~~ we are able to ~~receive requisite materials as and when needed~~ **develop successful new products or enhancements, we may not produce sales exceeding the costs of development,** ~~an~~ **and** ~~in sufficient quantity~~ **we may not avoid infringing the proprietary rights of third parties** . ~~We cannot~~ **Moreover, innovations may not** be **successful due to difficulties encountered in achieving positive clinical outcomes, meeting safety, efficacy or other regulatory requirements of government agencies or notified bodies, or obtaining favorable pricing on those products. Finally, innovations may not be accepted in the marketplace quickly or at all because of, among other things, entrenched patterns of clinical practice and** ~~certain~~ **uncertainty over third- party reimbursement. If we do not successfully develop and commercialize enhanced or new products** that **remain competitive** ~~our current suppliers will continue to provide us~~ with ~~the quantities~~ **new products or alternative technologies developed by others, we could lose revenue opportunities and customers, and our ability to grow our business would be impaired. The medical device industry is characterized by rapid product development and technological advances, which places our products at risk** of ~~materials~~ **obsolescence. Our long- term success and profit margins depend upon the development and successful commercialization of new products, new or improved technologies and additional applications of our technology. The research and development process is time- consuming and costly, and may not result in products or applications** that we ~~require or satisfy~~ **can successfully commercialize. We can give no assurance that we will be able to successfully develop and commercialize enhanced** ~~our~~ **or new products** ~~anticipated specifications and quality requirements on a timely basis~~ or ~~at all~~ **that they will be accepted in the marketplace** . ~~Any~~ **Even if we successfully develop and commercialize enhanced or new products, they may be quickly rendered obsolete by competitors' innovations, changing customer preferences or changing industry or regulatory standards. Cost volatility or loss of** supply **of** ~~interruption in limited or~~ **our** ~~sole sourced~~ raw materials could ~~materially harm our ability to manufacture our products until a new source of supply, if any, could be identified and qualified. Upon identification, the qualification process of new suppliers and component materials can take a considerable amount of time. We may be unable to find a sufficient alternative supply channel in a reasonable time or on commercially reasonable terms. The price and supply of these materials may be impacted or disrupted for reasons beyond our control including supplier shutdowns, transportation delays, inflationary pricing pressures, work stoppages, labor shortages and governmental regulatory actions. We~~ have ~~experienced, and may continue to experience, significant challenges to our global transportation channels and other aspects of the global supply chain network, including the cost and availability of raw materials and components due to shortages and resulting cost inflation. The COVID- 19 pandemic continues to impact supply channels resulting in raw material shortages and supply chain disruptions generally. Furthermore, our contract manufacturers could require us to move to another one of their production facilities. An interruption in our commercial operations could occur if we encounter delays or difficulties in securing these components, materials or services, and if we cannot then obtain an acceptable substitute. Additionally, we are subject to FDA and foreign regulations, which could further delay our ability to obtain a qualified alternative supplier. Any performance failure on the part of our suppliers could delay the development and manufacture of our products, which could have a material adverse effect on our business. Due to the highly competitive nature of the healthcare industry and the cost controls of our customers and third party payors, as well as entering into long- term fixed price contracts we may be unable to pass along cost increases for any key components or raw materials through higher prices to~~

~~our customers. If the cost of key components or raw materials increases and we are unable to fully recover those increased costs through price increases or offset these increases through other cost reductions, we could experience~~ an adverse effect on our **profitability** ~~financial condition. A severe weather event~~ **Most of the materials used in our products are resins** , **plastics and** other **material that depend upon oil or** natural **gas as** ~~or man- made disaster, or any other~~ **their** ~~significant disruption uncertain that we would be able to raise them to recover higher prices from our suppliers.Our inability to raise prices in those circumstances,or to otherwise recover these costs,could have an adverse effect on our profitability.If we cannot obtain additional custom tooling and equipment on a timely basis to enable us to meet demand for our products,we might be~~ unable to increase our sales or might lose customers,in which case our sales could decline.We expanded our manufacturing capacity substantially in recent years,and we expect that continued expansion may be necessary.Molds and automated assembly machines generally have a long lead- time with vendors,often nine months or longer.Inability to secure such tooling in a timely manner,or unexpected increases in production demands,could cause us to be unable to meet customer orders.Such inability could cause customers to seek alternatives to our products,which would adversely affect our sales. ~~Global macroeconomic conditions~~ **Cost volatility or loss of supply of our raw materials could have an adverse effect on our profitability.Most of the materials used in our products are resins,plastics** and **other material that depend upon oil or natural gas as their raw material.Crude oil markets have historically been affected by** ~~geopolitical~~ **political** ~~tensions~~ **uncertainty in the Middle East and more recently,by the conflict in the Ukraine,and there is** , such as ~~outbreak of disease (including~~ the ~~COVID- 19 pandemic), the impact of war or political instability (such as the conflict~~ **conflicts** in **Eastern Europe and** the ~~Ukraine)~~ **Middle East** , ~~work stoppages~~ **and resulting impacts therefrom** , **for example, heightened inflation, higher interest rates and capital costs, and currency rate fluctuations have resulted in, and may continue to result in, increased raw material costs, higher shipping costs, higher** labor **costs** ~~shortages and similar interruptions affecting our manufacturing facilities or our suppliers and logistics partners could materially and adversely impact our business~~ , ~~financial condition~~ and **global** ~~results of operations. The COVID- 19 pandemic caused us to temporarily shut down some of our facilities. Additionally, in 2021, we experienced~~ supply chain disruptions ~~and general supply constraints as a result of the continued economic uncertainty and, in part, due to COVID- 19 infections and quarantine protocols~~ . In 2022, we ~~continued to experience~~ **experienced** these supply chain disruptions, ~~as well as an increase~~ **increased** ~~in~~ raw material costs and shipping costs, as prices on several commodities, including oil and gas, increased as a result of the conflict in the Ukraine and ~~it~~ **its** ~~'s~~ impact on the global economy. **Although** ~~We have a single manufacturing facility for our Clave products located in Salt Lake City, Utah. Our Salt Lake City facility also produces other components on which our manufacturing operations in Mexico and Costa Rica rely. Our IV Solutions are manufactured at our manufacturing facility in Austin, Texas and by a third party manufacturer, Pfizer, in Rocky Mount, North Carolina or our suppliers' facilities. We have also added various other manufacturing facilities with the~~ **these** ~~acquisition of Smiths Medical in the U. S., Mexico, Italy and Czech Republic. If our facilities are inoperable, for even a short period of time, it could adversely affect our ability to manufacture and distribute our products in a timely or cost~~ **costs** ~~- effective manner~~ **were less volatile in 2023** , ~~and our ability to make product sales. Furthermore, our facilities and the equipment~~ we ~~use to perform our manufacturing processes could be unavailable or costly and time- consuming to repair or replace. Damage to any of our facilities or interruptions at our facilities due to work stoppages or labor shortages could render us unable to manufacture our products or require us to reduce the output of products at our facilities. Several of our manufacturing facilities are located near known earthquake fault zones and are vulnerable to damage from earthquakes. We carry insurance for damage to our property and disruption of our business, but this insurance may not be adequate to cover all of the risks associated with damage or disruption to our facilities and business, may not provide coverage in amounts sufficient to cover our potential losses and may not continue to be available to us on acceptable terms, if at all. Global supply chain disruptions as a result of COVID- 19 and, more recently, the war in the Ukraine has resulted in, and may continue to result in, a challenging macroeconomic environment with higher interest rates and capital costs, increased raw material costs, higher shipping costs, higher labor costs, and the negative impacts from weakening foreign exchange rates. We have experienced and~~ may continue to experience these inflationary increases in our manufacturing costs and operating expenses, including higher materials and labor costs, as well as negative impacts on our operating results from the strengthening of the U. S. dollar relative to foreign currencies weakening exchange rates. See the risk factor titled " Our operations may be adversely impacted by our exposure to risks related to foreign currency exchange rates " under the " Geographic Risks " subsection for a discussion of risks related to foreign currency exchange rates. Additionally, the majority of our sales are conducted pursuant to long- term contracts. Our efforts to minimize the impact of inflation on our business through contractual protections may not prove effective, and the presence of longer pricing periods within our contracts along with sustained or higher than anticipated inflation increases the likelihood that the contract protections do not adequately mitigate the financial impact of inflation. If our contractual protections do not adequately protect us in the context of substantial cost increases and inflationary pressures, it could have a material adverse effect on our results of operations. ~~Prolonged~~ **Heightened** inflation may also reduce or delay orders for our products and for certain products we may be unable to satisfy demand, both of which could have a material adverse impact on our sales and results of operations ~~. The inflationary cost increases during 2022 caused by COVID- 19 and the war in the Ukraine impacted our freight rates as well as, labor and materials costs. The COVID- 19 pandemic has created significant volatility, uncertainty, and economic disruption. We operate globally and the COVID- 19 pandemic and its adverse effects have impacted most of the locations where we, our customers and our suppliers conduct business and, as a result, we have experienced some disruption to our operations, most notably due to reduced demand for our disposable product portfolio. We have also experienced significant reductions in demand for certain products as our health care customers re- prioritized the treatment of patients, delay elective procedures and shift resources and operations to fight COVID- 19 and the complications it causes. For example, during 2020, we experienced lower demand from hospital customers for our Infusion Consumables non- dedicated sets and lower demand for our Infusion Systems dedicated sets. Additionally, the COVID- 19 pandemic could potentially adversely affect our distributors if they are not able to maintain their~~

historical levels of sales. The extent to which the COVID- 19 pandemic continues to impact our business depends on future developments that cannot be fully predicted at this time. Accordingly, the impact of the COVID- 19 pandemic on our future results of operations and overall financial performance remains uncertain and cannot as yet be quantified. Additional factors that have contributed or may contribute to the adverse impact of the COVID- 19 pandemic on our business, results of operations, financial condition and liquidity include, without limitation, the following: • lost revenue or additional costs associated with either disruptions at our production and distribution facilities or interruptions in our supply chain, including shortages of raw materials or components for our products; • labor shortages as a result of COVID- 19 infections and quarantine protocols; • fluctuations in demand from customers as a result of an increase in COVID- 19 patient admissions in hospitals offset by the decline in non- COVID- 19 patient admissions; • healthcare customers that defer the more profitable elective procedures may experience financial difficulties and may be unable to pay within payment terms for the products they purchased; • potential lower demand in future periods due to over- purchasing of our products due to the COVID- 19 pandemic and supply chain disruption; • reduced revenue due to delays in implementation of our infusion systems and oncology products at hospital locations due to restricted access; • higher operating costs related to additional compensation paid to our manufacturing and distribution facility workers; • volatility in cash flow, revenue and income due to foreign currency fluctuations and volatility; • lower income due to a delay in cost savings projects as a result of the travel and social distancing requirements of COVID- 19. To the extent the COVID- 19 pandemic and related containment measures continue to adversely affect regional, national and global economic conditions and financial markets, as well as the business, results of operations, financial conditions and liquidity of us, our suppliers and our customers, it may also have the effect of heightening many of the risks described in this" Risk Factors" section and elsewhere in this Annual Report on Form 10- K for the year ended December 31, 2022, including the risks resulting from our dependency on key personnel; impairment of our supply chain or manufacturing facilities; and the impact of negative economic conditions. In addition, in light of the COVID- 19 pandemic and the measures taken to limit its spread, our historical information regarding our business, results of operations, financial condition or liquidity may not be representative of the future results of operations, financial condition, liquidity or other financial or operating results of us or our business. For the year ended December 31, 2022, business from one distributor, Medline, accounted for 15 % of our consolidated revenues. We may rely on one or more key distributors for a product, and the loss of these distributors could reduce our revenue. Additionally, distributors may face financial difficulties, including bankruptcy, which could harm our collection of accounts receivable and financial results. Failure to manage risks related to our use of distributors may reduce sales, increase expenses, and weaken our competitive position, any of which could have a material adverse effect on our results of operations. We may not be successful in achieving expected operating efficiencies or expense reductions associated with cost reduction and restructuring efforts and may experience a decline in our profitability, business disruptions or other adverse consequences to our business as a result. We have engaged in restructuring activities in the past and may engage in other restructuring activities in the future. For example, since the Smiths Medical acquisition, we have taken realignment and cost reduction initiatives to achieve operating efficiencies for the combined company. These types of cost reduction and restructuring activities are complex. If we do not successfully manage our current restructuring activities, or any other restructuring activities that we may take in the future, any expected efficiencies and benefits might be delayed or not fully realized, and our operations and business could be disrupted. In addition, the costs associated with implementing restructuring activities might exceed expectations, which could result in additional future charges. The agreements governing our debt contain a number of restrictive covenants which limit our flexibility in operating our business, finance future operations or pursue our business strategies. The credit agreement governing our Senior Secured Credit Facilities contains, among other things, certain customary restrictive covenants that limit our ability to incur additional indebtedness and liens, merge with other companies or consummate certain changes of control, acquire other companies, make certain investments, pay dividends, enter into certain transactions with affiliates, and transfer or dispose of assets as well as financial covenants. While we have not previously breached and are not currently in breach of these or any other covenants contained in our credit agreement. Our ability to comply with these covenants may be affected by events beyond our control, including the COVID- 19 pandemic, the conflict in the Ukraine, supply chain interruptions or general economic environment, including increases in inflation and interest rates. These covenants could also limit our ability to seek capital through the incurrence of new indebtedness or, if we are unable to meet our obligations, require us to repay any outstanding amounts with sources of capital we may otherwise use to fund our business. As such, these restrictive covenants contained in our Senior Secured Credit Facility may restrict our ability to pursue our business strategies . Our operating results may be adversely affected by unfavorable economic conditions that affect our customers' ability to buy our products and could affect our relationships with our suppliers **' demand for payment terms** . Disruptions in financial markets worldwide and other worldwide macro- economic challenges have caused and may in the future cause our customers and suppliers to experience cash flow concerns. If job losses and the resulting loss of health insurance and personal savings cause individuals to forego or postpone treatment, the resulting decreased hospital use could affect the demand for our products. As a result, customers may modify, delay or cancel plans to purchase our products and suppliers may increase their prices, reduce their output or change terms of sales. Additionally, if customers' or suppliers' operating and financial performance deteriorates, or if they are unable to make scheduled payments or obtain credit, customers may not be able to pay, or may delay payment of, accounts receivable owed to us and suppliers may impose different payment terms that are less favorable to us. Any inability of current and / or potential customers to pay us for our products or any demands by suppliers for different payment terms may adversely affect our earnings and cash flow. Market and Other External Risks The consumable..... could adversely affect our financial condition. Increasing awareness of healthcare costs, public interest in healthcare reform and continuing pressure from Medicare, Medicaid, GPOs and other payors, both domestic and international, to reduce costs in the healthcare industry, as well as increasing competition from other protective products, could make it more difficult for us to sell our products at current prices. Our products are purchased by hospitals, physicians and other healthcare providers that typically

bill various third- party payors, such as governmental programs, private insurance plans and managed care plans, for the healthcare services and products provided to their patients. The ability of our customers to obtain appropriate coverage and reimbursement for healthcare services and products from third- party payors is critical because it affects ~~which~~ **the kinds of** products customers purchase and the prices they are willing to pay. Because there is often no separate reimbursement for supplies used in surgical procedures, the additional cost associated with the use of our products can affect the profit margin of the hospital or surgery center where the procedure is performed. Some of our target customers may be unwilling to adopt our products in light of the additional associated cost. Further, any decline in the amount payors are willing to reimburse our customers could make it difficult for existing customers to continue using or to adopt our products and could create additional pricing pressure for us. If we are forced to lower the price we charge for our products, our gross margins will decrease, which could have a material adverse effect on our business, financial condition and results of operations and impair our ability to grow our business. Third- party payors are developing increasingly sophisticated methods of controlling healthcare costs. In addition, no uniform policy of coverage and reimbursement for procedures using our products exists among third- party payors. Therefore, coverage and reimbursement for procedures using our products can differ significantly from payor to payor. Payors continually review new and existing technologies for possible coverage and can, without notice, deny or reverse coverage for new or existing products and procedures. There can be no assurance that third- party payor policies will provide coverage for procedures in which our products are used. If we are not successful in reversing existing non- coverage policies, or if third- party payors that currently cover or reimburse our products and related procedures reverse or limit their coverage in the future, or if other third- party payors issue similar policies, this could have a material adverse effect on our business. Further, we believe that future coverage and reimbursement may be subject to increased restrictions, such as additional prior authorization requirements. Third- party coverage and reimbursement for procedures using our products or any of our products in development for which we may receive regulatory approval or certification may not be available or adequate, which could have an adverse effect on our business, financial condition and results of operations and impair our ability to grow our business. Implementation of further legislative or administrative reforms in the reimbursement system in the U. S. and abroad or adverse decisions relating to coverage or reimbursement could have an impact on acceptance of and demand for our products and the prices that our customers are willing to pay for them. In the event that the market will not accept current prices for our products, our sales and profits could be adversely affected. We believe that our ability to increase our market share and operate profitably in the long term may depend in part on our ability to reduce manufacturing costs on a per unit basis through high volume production using highly automated molding and assembly systems. If we are unable to reduce unit manufacturing costs, we may be unable to increase our market share for our products or may lose market share to alternative products, including competitors' products. Similarly, if we cannot reduce unit manufacturing costs of new products as production volumes increase, we may not be able to sell new products profitably or gain any meaningful market share. Any of these results would adversely affect our future results of operations. **The ability of the FDA, foreign regulatory authorities and notified bodies to review and approve or certify new products can be affected by a variety of factors, including government budget and funding levels, statutory, regulatory and policy changes, a government agency' s ability to hire and retain key personnel and accept the payment of user fees, and other events that may otherwise affect the government' s ability to perform routine functions. Average review times at the FDA, other government agencies, foreign regulatory authorities and notified bodies have fluctuated in recent years as a result. In addition, government funding of other government agencies that fund research and development activities is subject to the political process, which is inherently fluid and unpredictable. For example, over the last several years, the U. S. government has shut down several times and certain regulatory agencies, such as the FDA, have had to furlough critical FDA employees and stop critical activities. One such shut down was as a result of COVID- 19, the FDA postponed most inspections of domestic and foreign manufacturing facilities at various points. Even though the FDA has resumed standard inspection operations, any resurgence of the virus or comparable health concerns may lead to future inspectional or administrative delays. If a prolonged government shutdown occurs, or if a global health concern prevents the FDA, other regulatory authorities or notified bodies from conducting their regular inspections, audits, reviews, or other regulatory activities, it could significantly impact the ability of the FDA or other regulatory authorities or notified bodies to timely review and process our regulatory submissions, which could have a material adverse effect on our business. For instance, in the EU, notified bodies must be officially designated to certify products and services in accordance with the EU Medical Devices Regulation. Their designation process, which is significantly stricter under the new Regulation, has experienced considerable delays as a result of COVID- 19. Despite a recent increase in designations, the current number of notified bodies designated under the new Regulation remains significantly lower than the number of notified bodies designated under the previous regime. The current designated notified bodies are therefore facing a backlog of requests as a consequence of which review times have lengthened. This situation may impact the way we are conducting our business in the EU and the EEA and the ability of our notified body to timely review and process our regulatory submissions and perform its audits.** We depend heavily on information technology infrastructure and systems to achieve our business objectives. Any incident that impairs or compromises this infrastructure, including security breaches, malicious attacks or more general service interruptions, could impede our ability to process orders, manufacture and ship product in a timely manner, protect sensitive data and otherwise carry on business in the normal course. Any such events could result in the loss of customers, revenue, or both, and could require us to incur significant expense to remediate, including legal claims or proceedings. Further, as ~~cyber security~~ **cybersecurity** related incidents continue to evolve, and regulatory focus on these issues continues to expand, additional investment in protective measures, and vulnerability remediation, may be required. Our ability to execute our business strategy depends, in part, on the continued and uninterrupted performance of our information technology systems **and those of our third- party service providers, strategic partners and other contractors or consultants** , which support our operations. Despite the implementation of security

measures, our information technology systems, and those of third parties on which we rely, are vulnerable to attack **,** **interruption** and damage from, among others, computer viruses, malware (e. g. ransomware), malicious code, natural disasters, terrorism, war, telecommunication and electrical failures, **hacking,** cyber- attacks or cyber- intrusions over the Internet, ~~attachments to emails~~ **phishing and other social engineering schemes** , **human error, theft or misuse by** persons inside our organization, or persons with access to systems inside our organization **, fraud, denial or degradation of service attacks and sophisticated nation- state and nation- state- supported actors** or similar disruptive problems. The risk of a security breach or disruption, particularly through cyber- attacks or cyber **-** intrusion, including by computer hackers, foreign governments, and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. Because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently and often are not foreseeable or recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. We may also experience security breaches that may remain undetected for an extended period. Even if identified, we may be unable to adequately investigate or remediate incidents or breaches due to attackers increasingly using tools and techniques that are designed to circumvent controls, to avoid detection, and to remove or obfuscate forensic evidence. We and certain of our service providers ~~are~~ **have been in the past and may** from time to time **in the future be** subject to cyberattacks and security incidents ~~. While we do not believe that we have experienced any significant system failure, accident or security breach to date, if such event were to occur, public perception of the effectiveness of our security measures and brand could be harmed and our results of operations could be negatively affected~~ . Data security breaches and other **cybersecurity** incidents may ~~also~~ result from **, for example,** non-technical means (e. g., actions by employees or contractors) **, system failure, accident or unauthorized access** . Any such security breach may compromise information stored on our networks **or those of third parties on which we rely** and may result in significant data losses or theft of personally identifiable information. Any compromise of our security could result in a violation of applicable security, privacy or data protection, consumer and other laws, regulatory or other governmental investigations, enforcement actions, and legal and financial exposure, including potential contractual liability. A number of proposed and enacted federal, state and international laws and regulations obligate companies to notify individuals of security breaches involving particular personally identifiable information, which could result from breaches experienced by us or by third parties, including collaborators, vendors, contractors or other organizations with which we expect to form strategic relationships. Any such compromise could also result in damage to our reputation and a loss of confidence in our security and privacy or data protection measures. In addition, a cybersecurity attack could result in other negative consequences, including disruption of our internal operations, increased ~~cyber security~~ **cybersecurity** protection costs, lost revenue, regulatory actions or litigations. Any of these effects could materially and adversely affect our business, financial condition and results of operations. Our cyber liability insurance may not be sufficient to cover the financial, legal, business or reputational losses that may result from **such** an interruption or breach ~~of our systems~~ . **Furthermore** ~~If we cannot obtain additional custom tooling and equipment on a timely basis to enable us to meet demand for our products~~ , ~~we might~~ **there can** be unable to increase our sales or might..... in the Ukraine, and there is no assurance that ~~crude oil supplies~~ **our cybersecurity risk management program and processes, including our policies, controls or procedures,** will ~~not~~ be **fully implemented, complied with** ~~interrupted in the future. New laws or regulations adopted in response to climate change could also increase energy costs as well as the costs of certain raw materials and components. Any such regulations or interruptions could have an adverse effect on our~~ - **or** ~~ability to produce, or the cost to produce, our products. Also, crude oil and natural gas prices have been volatile in recent years. Our suppliers have historically passed some of their cost increases on to us, and if such prices are sustained or increase further, our suppliers may pass further cost increases on to us. In addition to the effect~~ **effective** ~~on resin prices, transportation costs have increased because of the effect of higher crude oil prices, and we believe most of these costs have been passed on to us. Our ability to recover these increased costs may depend upon our ability to raise prices on our products. In the past, we have rarely raised prices and it is uncertain that we would be able to raise them to recover higher prices from our suppliers. Our inability to raise prices~~ in **protecting** ~~those circumstances, or~~ **our systems** ~~to otherwise recover these costs, could have an~~ **and information** ~~adverse effect on our profitability~~ . Our business could suffer if we lose the services of key personnel. We are dependent upon the management and leadership of our executive team, as well as other members of our senior management team. If one or more of these individuals were unable or unwilling to continue in his or her present position, our business would be disrupted and we might not be able to find replacements on a timely basis or with the same level of skill and experience, which could have an adverse effect on our business. We do not have" key person" life insurance policies on any of our employees. The price of our common stock has been and may continue to be highly volatile due to many factors. The public equity market can be highly volatile, and we have experienced significant volatility in the price of our common stock in the past. We believe that factors such as quarter-to- quarter fluctuations in financial results, differences between stock analysts' expectations and actual quarterly and annual results, new product introductions by us or our competitors, acquisitions or divestitures, changing regulatory environments, litigation, changes in healthcare reimbursement policies, sales or the perception in the market of possible sales of common stock by insiders, market rumors, general ~~economic~~ **macroeconomic** trends (including **as a result of** ~~macroeconomic challenges related to the COVID- 19 pandemic~~ **pandemics** ~~and~~ **or** ~~the~~ **other health outbreaks, geopolitical tensions and uncertainties including as a result of the current** ~~conflict~~ **conflicts** in **Eastern Europe and** the ~~Ukraine~~ **Middle East**) and substantial product orders could contribute to the volatility in the price of our common stock. Most of our common stock is held by, or included in accounts managed by, institutional investors or managers. Several of those institutions own or manage a significant percentage of our outstanding shares, with the ten largest interests accounting for approximately ~~65~~ **63** % of our outstanding shares at the end of ~~2022~~ **2023** . If one or more of the institutions or if our other large stockholders should decide to reduce or eliminate their position in our common stock, it could cause a significant decrease in the price of our common stock. ~~The~~ **Climate- related events and other events could harm our business. Natural disasters, disease outbreaks and pandemics,**

power shortages, terrorism, political unrest, telecommunications failure, vandalism, geopolitical ~~ability~~ **instability** ~~of~~**, war, climate- related events, and** ~~the~~ **other events beyond our control could negatively impact our operations or otherwise harm our business** ~~FDA to review and approve new products can be affected by a variety of factors, including government budget and funding levels, ability to hire and retain key personnel and accept the payment of user fees, and statutory, regulatory, and policy changes~~ . **Such events may** ~~Average review times at the agency have fluctuated in recent years as a~~ result **in damage or loss of service to assets that our operations rely on or cause delays in product manufacturing or distribution, any of which may adversely impact our operations** . In addition, ~~government funding~~ **the impacts of climate- related events on the global economy and our industry are rapidly evolving. Physical impacts of climate- related events (including but not limited to floods, droughts, more frequent and / or intense storms and wildfires), or chronic changes (such as droughts, heat waves or sea level changes) in climate patterns can adversely impact our operations, as well as the operations of our suppliers and customers. If a catastrophic event occurs at or near any of our manufacturing facilities or our suppliers' facilities, or utility providers or public health officials take certain actions (e. g., shut** ~~of~~ **off power to our or our suppliers' facilities), our operations may be interrupted, which could adversely impact our business and results of operations. Transition impacts of climate- related events may subject us to increased regulations, reporting requirements, standards or expectations regarding the environmental impacts of our business. Any of such adverse impacts from these or** other **climate- related events may also adversely affect our reputation, business, or financial performance. The increasing focus on environmental sustainability and social initiatives could increase our costs, harm our reputation and adversely impact our financial results. There has been increasing public focus by investors, patients, environmental activists, the media and** ~~government~~ **governmental** ~~agencies~~ **and nongovernmental organizations on a variety of environmental, social and other sustainability matters. We may experience pressure to make commitments relating to sustainability matters** that ~~fund research~~ **affect us, including the design** and ~~development activities is subject~~ **implementation of specific risk mitigation strategic initiatives relating** to **sustainability. Expectations regarding the management of ESG initiatives continues to evolve rapidly. While we may from time to time engage in various initiatives (including but not limited to voluntary disclosures, policies, or goals) to improve our ESG profile or respond to stakeholder expectations, we cannot guarantee that** ~~the~~ **these** ~~political process~~ **initiatives will have the desired effect. If we are not effective in addressing environmental, social and other sustainability matters affecting our business, or setting and meeting relevant sustainability goals, our reputation and financial results may suffer. In addition, even if we are effective at addressing such concerns, we may experience increased costs as a result of executing upon our sustainability goals that may not be offset by any benefit to our reputation** , which **could have** ~~is inherently fluid and~~ **an** ~~unpredictable~~ **adverse impact on our business and financial condition** . **In addition** ~~Disruptions at the FDA~~ , ~~foreign~~ **various** regulatory authorities **have imposed,** and ~~notified bodies~~ **may continue** to ~~review~~ **impose, mandatory substantive** and ~~approve~~ **/ or disclosure requirements with respect to ESG matters.** ~~or~~ **For** ~~certify new~~ **example, we and / or certain of our subsidiaries or affiliates may be subject to the requirements of the European Union Corporate Sustainability Reporting Directive (and its implementing laws and regulations and other European Union directives or European Union and European Union member state regulations, various disclosure requirements (such as information on greenhouse gas emissions, climate risks, use of offsets, and emissions reduction claims) from the State of California, the SEC' s climate disclosure proposal, if finalized, as well as the International Sustainability Standards Board' s sustainability and climate disclosure standards, to the extent adopted by jurisdictions in which we operate, among other regulations or requirements. Operating in more than one jurisdiction is likely to make our compliance with ESG and sustainability- related rules more complex and expensive, and potentially expose us to greater levels of legal risks associated with our compliance. Our failure to comply with any applicable rules or regulations could lead to penalties and adversely impact our reputation, customer attraction and retention, access to capital and employee retention. Such ESG matters may also impact our suppliers and customers, which may augment or cause additional impacts on our business, financial condition, or results of operations. Business and Operating Risks A severe weather event, including climate change- related severe weather or disasters, other natural or man- made disaster, or any other significant disruption, such as global epidemics / pandemics, the impact of war or political instability (such as the conflicts in Eastern Europe and the Middle East), work stoppages, labor shortages and similar interruptions affecting our manufacturing facilities or our suppliers and logistics partners could materially and adversely impact our business, financial condition and results of operations. For example the impact of COVID- 19 caused us to temporarily shut down some of our facilities in 2021. We have a single manufacturing facility for our Clave** products ~~can be affected~~ **located in Salt Lake City, Utah. Our Salt Lake City facility also produces other components on which our manufacturing operations in Ensenada, Mexico and Costa Rica rely. Our IV Solutions are manufactured at our manufacturing facility in Austin, Texas and in past years also** by a ~~variety of factors~~ **third party manufacturer** , **Pfizer** ~~including government budget and funding levels~~ , ~~statutory~~ **in Rocky Mount** , ~~regulatory and policy changes~~ **North Carolina or our suppliers' facilities. We also operate various other manufacturing facilities in the U. S.** , **Mexico, Italy and Czech Republic. If our facilities or our suppliers' facilities are inoperable, for even** a ~~government agency~~ **short period of time, it could adversely affect our ability to manufacture and distribute our products in a timely or cost- effective manner, and our ability to make product sales. For example, during July 2023, Pfizer** ' s **Rocky Mount, North Carolina** ~~ability~~ **facility** ~~to hire~~ **sustained damage** and **destroyed inventory as a result of a tornado, which resulted in minor delayed shipments of** ~~retain~~ **certain** ~~key personnel~~ **products. Furthermore, our facilities** and ~~accept~~ the ~~payment of~~ **equipment we** ~~user~~ **use** ~~fees,~~ **to perform our manufacturing processes could be unavailable or costly** and **time- consuming to repair or replace. Damage to, or interruptions at, any of our facilities or our suppliers' facilities due to work stoppages or labor shortages could render us unable to manufacture our products or require us to reduce** ~~other~~ **the** ~~events that~~ **output of products at such facilities. Several of our manufacturing facilities**

are located near known earthquake fault zones and are vulnerable to damage from earthquakes. We carry insurance for damage to our property and disruption of our business, but this insurance may **not be adequate** ~~otherwise affect the government's ability~~ to ~~perform routine functions.~~ **cover all of the risks associated with damage or disruption to our facilities and business, may not provide** ~~Average~~ **coverage** ~~review times~~ **in amounts sufficient to cover our potential losses and may not continue to be available to us on acceptable terms, if** at ~~the FDA,~~ **all. We currently rely on a single source supplier for** ~~other~~ -- **the supply** ~~government agencies, foreign regulatory authorities and notified bodies have fluctuated in recent years as a result. In addition, government funding~~ of ~~other government agencies that fund research and development activities is subject to the political process, which is inherently fluid and unpredictable. For example, over the last several years, the U. S. government has shut down several times and~~ certain **materials (** ~~regulatory agencies,~~ such as **resins) that are critical to our ability to manufacture our products. Our risk mitigation plans employed with such key supplier, or that we may use with** ~~the~~ **other key suppliers, may not suffice to ensure that we are able to receive requisite materials as and when needed and in sufficient quantity. We cannot be certain that our current suppliers will continue to provide us with the quantities of materials that we require or satisfy our anticipated specifications and quality requirements on a timely basis or at all. Any supply interruption in limited or sole sourced raw materials could materially harm our ability to manufacture our products until a new source of supply, if any, could be identified and qualified. Upon identification, the qualification process of new suppliers and component materials can take a considerable amount of time. We may be unable to find a sufficient alternative supply channel in a reasonable time or on commercially reasonable terms. Additionally, we are subject to** FDA **and foreign regulations** , **which could further delay our ability to obtain a qualified alternative supplier. The price and supply of these materials may be impacted or disrupted for reasons beyond our control including supplier shutdowns, transportation delays, inflationary pricing pressures, work stoppages, labor shortages, extreme weather events, geopolitical developments, global economic uncertainty or downturns, sanctions and trade restrictions, and other governmental regulatory actions. Furthermore, our contract manufacturers could require us to move to another one of their production facilities. We** have **experienced** ~~had to furlough critical FDA employees and stop critical activities. Separately~~ , ~~in response~~ **and may continue** to **experience, significant challenges to our global transportation channels and other aspects of the global supply chain network, including the cost and availability of raw materials and components due to shortages and resulting cost inflation.. If we encounter delays or difficulties in securing these components, materials or services and, if we cannot** ~~the~~ **then obtain** ~~COVID- 19 pandemic, the FDA postponed most inspections of domestic and~~ - **an acceptable substitute on a timely basis, our commercial** ~~foreign manufacturing facilities at various points. Even though the FDA has since resumed standard inspection~~ operations **could be interrupted** ~~of domestic facilities where feasible~~ , **and we could experience** ~~the FDA has continued to monitor and~~ - **an adverse effect on our** ~~implement changes to its inspectional activities to ensure the safety of its employees and those of the firms it regulates~~ -- **results of operations** ~~as it adapts to the evolving COVID- 19 pandemic,~~ and **financial condition, and. Additionally,** any ~~resurgence of~~ **performance failure on** the ~~virus~~ **part of** ~~or~~ **our suppliers** ~~emergence of new variants may lead to further inspectional delays. Regulatory authorities and notified bodies outside the U. S. have adopted similar restrictions or other policy measures in response to the COVID- 19 pandemic. If a prolonged government shutdown occurs, or if global health concerns continue to prevent the FDA, other regulatory authorities or notified bodies from conducting their regular inspections, audits, reviews, or other regulatory activities, it~~ could **delay** ~~significantly impact~~ the ~~ability~~ **development and manufacture** of ~~the FDA or~~ **our products** ~~other regulatory authorities or notified bodies to timely review and process our regulatory submissions~~ , which could have a material adverse effect on our business. **Due to the highly competitive nature of the healthcare industry and the cost controls of our customers and third party payors, as well as entering into long- term fixed price contracts, we may be unable to pass along cost increases for any key components or raw materials through higher prices to our customers. If the cost of key components or raw materials increases and we are unable to fully recover those increased costs through price increases or offset these increases through other cost reductions, we could experience an adverse effect on our results of operations and financial condition. We may not be successful in achieving expected operating efficiencies or expense reductions associated with cost reduction and restructuring efforts and may experience a decline in our profitability, business disruptions or other adverse consequences to our business as a result. We have engaged in restructuring activities in the past and may engage in other restructuring activities in the future.** For ~~instance~~ **example** , ~~in~~ **since the Smiths Medical acquisition, we have taken realignment and cost reduction initiatives to achieve operating efficiencies for the combined company. These types of cost reduction and restructuring activities are complex. If we do not successfully manage our current restructuring activities, or any** ~~the~~ **other** ~~EU~~ **restructuring activities that we may take in the future** , ~~notified bodies must~~ **any expected efficiencies and benefits might** be ~~officially designated to certify products~~ **delayed or not fully realized,** and ~~services in accordance~~ **our operations and business could be disrupted. In addition, the costs associated** with **implementing restructuring activities might exceed expectations, which could result in additional future charges. The agreements governing our debt contain a number of restrictive covenants which limit our flexibility in operating our business, finance future operations or pursue our business strategies. The credit agreement governing our Senior Secured Credit Facilities contains, among** ~~the~~ **other** ~~EU Medical Devices Regulation~~ **things, certain customary restrictive covenants that limit our ability to incur additional indebtedness and liens, merge with other companies or consummate certain changes of control, acquire other companies, make certain investments, pay dividends, enter into certain transactions with affiliates, and transfer or dispose of assets as well as financial covenants** . While **we** ~~several notified bodies~~ have **not previously breached** ~~been designated under the EU Medical Devices Regulation the COVID- 19 pandemic has significantly slowed down their designation process~~ and ~~the current designated notified bodies~~ are ~~facing a large amount~~ **not currently in breach** of ~~requests~~ **these or any other covenants contained in our credit agreement, our ability to comply** with ~~the~~ **these covenants may be affected by events beyond our control, including health crises and**

global pandemics, other geopolitical events, such as the conflicts in Eastern Europe and the Middle East, supply chain interruptions or general economic environment, including high inflation and interest rates. These covenants could also limit our ability to seek capital through the incurrence of new ~~regulation as a consequence~~ **indebtedness or, if we are unable to meet our obligations, require us to repay any outstanding amounts with sources** of **capital we may otherwise use to fund our business. As such, these restrictive covenants contained in our Senior Secured Credit Facility may restrict our ability to pursue our business strategies. For the year ended December 31, 2023 and 2022, business from one distributor, Medline, accounted for approximately 16 % and 15 % of our consolidated revenues, respectively. We may rely on one or more key distributors for a product, and the loss of these distributors could reduce our revenue. Additionally, distributors may face financial difficulties, including bankruptcy,** which ~~review times~~ **could harm our collection of accounts receivable and financial results. Failure to manage risks related to our use of distributors may reduce sales, increase expenses, and weaken our competitive position, any of which could** have **a material adverse effect on** ~~lengthened. This situation could impact our ability to grow~~ our business ~~in the EU~~ and **results** ~~EEA and the ability~~ of **operations** ~~our notified body to timely review and process our regulatory submissions and perform its audits~~ . Legal, Compliance, and Regulatory Risks Actual or perceived failures to comply with foreign, federal, and state data privacy and security laws, regulations and standards may adversely affect our business, operations and financial performance. We are subject to various federal, state and foreign laws that govern the collection, use, disclosure, retention and security of personal information, including patient health information. The global data protection landscape is rapidly evolving, and implementation standards and enforcement practices are likely to remain uncertain for the foreseeable future. This evolution may create uncertainty in our business, affect our or our collaborators', service providers' and contractors' ability to operate in certain jurisdictions or to collect, store, transfer, use and share personal information, necessitate the acceptance of more onerous obligations in our contracts, result in liability or impose additional costs on us. In the U. S., numerous federal and state laws and regulations could apply to our operations or the operations of our partners, including state data breach notification laws, federal and state health information privacy laws, and federal and state consumer protection laws and regulations (e. g. Section 5 of the Federal Trade Commission Act (the" FTC Act")). For example, the privacy, security and breach notification rules promulgated under the Health Insurance Portability and Accountability Act of 1996 ~~(" HIPAA")~~ , as amended by the Health Information Technology for Economic and Clinical Health Act of 2009, **and regulations implemented thereunder (collectively (" HIPAA")** establish a set of national privacy and security standards for the protection of protected health information (" PHI") by health plans, health care clearinghouses and certain health care providers, called covered entities, and the business associates with whom such covered entities contract for services that involve creating, receiving, maintaining or transmitting PHI, as well as their covered subcontractors. HIPAA also requires covered entities to provide individuals with certain rights with respect to their PHI, and requires covered entities to enter into a written business associate contract or other arrangement with the business associate that establishes specifically what the business associate has been engaged to do and requires the business associate to comply with the requirements of HIPAA. HIPAA requires the notification of patients, and other compliance actions, in the event of a breach of unsecured PHI. If notification to patients of a breach is required, such notification must be provided without unreasonable delay and in no event later than 60 calendar days after discovery of the breach. In addition, if the PHI of 500 or more individuals is improperly used or disclosed, we would be required to report the improper use or disclosure to the U. S. Department of Health and Human Services (" HHS") which would post the violation on its website, and to the media. Penalties for failure to comply with a requirement of HIPAA vary significantly depending on the nature of violation and could include civil monetary or criminal penalties. HIPAA authorizes state attorneys general to file suit on behalf of their residents for violations. Courts are able to award damages, costs and attorneys' fees related to violations of HIPAA in such cases. While HIPAA does not create a private right of action allowing individuals to file suit against us in civil court for violations of HIPAA, its standards have been used as the basis for duty of care cases in state civil suits such as those for negligence or recklessness in the misuse or breach of PHI. Certain states have also adopted privacy and security laws and regulations, some of which may be more stringent than HIPAA. Such laws and regulations will be subject to interpretation by various courts and other governmental authorities, thus creating potentially complex compliance issues for us and our future customers and strategic partners. For example, California enacted the California Consumer Privacy Act of 2018 (the" CCPA"), which went into effect on January 1, 2020. The CCPA applies to certain businesses that collect personal information from California residents. The CCPA gives California residents expanded rights to access and delete their personal information, opt out of certain personal information sharing and receive detailed information about how their personal information is used by requiring covered companies to provide new disclosures to California consumers (as that term is broadly defined) and provide such consumers new ways to opt- out of certain sales of personal information. The CCPA provides for civil penalties for violations, as well as a private right of action for data breaches that is expected to increase data breach litigation. Although there are limited exemptions for health- related information, including PHI maintained by covered entities and business associates, the CCPA may increase our compliance costs and potential liability. Further, the California Privacy Rights Act (" CPRA") ~~recently passed in California. The CPRA~~ **generally went into effect on January 1, 2023, and** imposes additional data protection obligations on covered businesses, including additional consumer rights processes, limitations on data uses, new audit requirements for higher risk data, and opt outs for certain uses of sensitive data. It ~~will~~ also ~~create~~ **created** a new California data protection agency authorized to issue substantive regulations and could result in increased privacy and information security enforcement. ~~The majority of the provisions went into effect on January 1, 2023, and additional~~ **Additional** compliance investment and potential business process changes may be required. Similar laws have passed in ~~Virginia, Connecticut, Utah and Colorado, and have been proposed in~~ other states **,** and **are continuing to be proposed** at the **state and** federal level, reflecting a trend toward more stringent privacy legislation in the U. S. The enactment of such laws could have potentially conflicting requirements that would make compliance challenging. In addition, the CCPA has prompted a number of proposals for new federal and state privacy legislation that, if

passed, could increase our potential liability, increase our compliance costs and adversely affect our business. If we fail to comply with applicable laws and regulations we could be subject to penalties or sanctions, including criminal penalties if we knowingly obtain or disclose individually identifiable health information from a covered entity in a manner that is not authorized or permitted by HIPAA or applicable state laws. Furthermore, the FTC and many state ~~Attorneys~~ **attorneys** ~~General~~ **general** continue to enforce federal and state consumer protection laws against companies for online collection, use, dissemination and security practices that appear to be unfair or deceptive. For example, according to the FTC, failing to take appropriate steps to keep consumers' personal information secure can constitute unfair acts or practices in or affecting commerce in violation of Section 5 (a) of the FTC Act. The FTC expects a company' s data security measures to be reasonable and appropriate in light of the sensitivity and volume of consumer information it holds, the size and complexity of its business, and the cost of available tools to improve security and reduce vulnerabilities. Foreign data protection laws, including the General Data Protection Regulation (the" GDPR"), which became effective in May 2018, and EU and EEA member state data protection legislation, may also apply to health- related and other personal data obtained outside of the U. S. The GDPR imposes strict requirements for processing the personal data of individuals within the EEA **or in the context of our activities within the EEA** . The GDPR has and will continue to increase compliance burdens on us, including by mandating potentially burdensome documentation requirements and granting certain rights to individuals to control how we collect, use, disclose, retain and process data about them. Fines for non- compliance with the GDPR are significant- the greater of € 20 million or 4 % of global turnover **. In addition to fines, a breach of the GDPR may result in regulatory investigations, reputational damage, orders to cease / change our data processing activities, enforcement notices, assessment notices (for a compulsory audit) and / or civil claims (including class actions)** . The GDPR provides that EU and EEA member states may impose further obligations relating to the processing of genetic, biometric or health data, which could limit our ability to collect, use and share personal data, or could cause our compliance costs to increase, ultimately having an adverse impact on our business. **Among** ~~Data privacy laws in the~~ **other requirements** ~~EU and the EEA are developing rapidly and~~ , ~~in July 2020,~~ the **GDPR regulates** ~~Court of Justice of the EU (the" CJEU") limited how organizations could lawfully transfer~~ **transfers of** personal data **subject to the GDPR to third countries that have not been found to provide adequate protection to such personal data, including the United States, and the efficacy and longevity of current transfer mechanisms between the European Economic Area, or the EEA, and the United States remains uncertain. Case law** from the **Court** ~~EEA to the U. S. by invalidating the Privacy Shield for purposes~~ of ~~international transfers and imposing further restrictions~~ **Justice of the European Union (“ CJEU ”) states that reliance** on ~~use of~~ the standard contractual clauses ~~(" SCCs")~~ **- a standard form of contract approved by the European Commission as an adequate personal data transfer mechanism- alone may not necessarily be sufficient in all circumstances and that transfers must now be assessed on a case- by- case basis** . ~~In March~~ **On October 7,** 2022, ~~the US and EU announced a new regulatory regime intended to replace the invalidated regulations; however, this new EU- US Data Privacy Framework has not been implemented beyond an executive order signed by~~ President Biden **signed an Executive Order** on **‘** ~~October 7, 2022 on~~ Enhancing Safeguards for United States Signals Intelligence Activities ~~. While~~ **’ which introduced new redress mechanisms and binding safeguards to address the concerns raised by** the CJEU ~~upheld~~ **in relation to data transfers from** the ~~adequacy of~~ **EEA to** the ~~SCCs~~ **United States and which formed the basis of the new EU- US Data Privacy Framework (“ DPF ”)** , **as released** ~~it made clear that reliance~~ on **December 13** ~~them alone may not necessarily be sufficient in all circumstances. Use of the SCCs must now be assessed on a case- by- case basis taking into account the legal regime applicable in the destination country~~ , **2022** ~~in particular applicable surveillance laws and rights of individuals and additional measures and / or contractual provisions may need to be put in place, however, the nature of these additional measures is currently uncertain. The CJEU went on to state that if a competent supervisory authority believes that the SCCs cannot be complied with in the destination country and the required level of protection cannot be secured by other means, such supervisory authority is under an obligation to suspend or prohibit that transfer~~ . The European Commission ~~issued revised SCCs~~ **adopted its Adequacy Decision in relation to the DPF** on ~~June 4~~ **July 10** , ~~2021~~ **2023 , rendering the DPF effective as a GDPR transfer mechanism** to ~~account~~ **U. S. entities self- certified under the DPF. The DPF also introduced a new redress mechanism** for **EU citizens which addresses a key concern in** the **previous** ~~decision of the~~ CJEU **judgments** and **may mean** ~~recommendations made by the European Data Protection Board. The revised SCCs must be used for relevant new data~~ transfers **under** ~~from September 27, 2021; existing~~ standard contractual clauses ~~arrangements must~~ **are less likely to** be ~~migrated to~~ **challenged in future. We currently rely on** the ~~revised~~ **EU standard contractual** clauses **and** ~~by December 27, 2022. There is some uncertainty around whether~~ the ~~revised~~ **UK Addendum to the EU standard contractual** clauses **and** ~~can be used for all types of data transfers, particularly whether they~~ - **the UK International** ~~can be relied on for data~~ **Data** ~~transfers~~ - **Transfer Agreement and** ~~to non- EEA entities subject to~~ the **DPF as relevant** ~~GDPR. The revised SCCs apply only~~ to ~~the~~ transfer ~~of~~ personal data outside ~~of~~ the EEA and ~~not~~ the UK **, including to the United States, with respect to both intragroup and third party** ~~. The UK’ s Information Commissioner’ s Office has published new data transfer standard contracts for~~ transfers ~~from the UK under the UK GDPR~~ . ~~This new documentation will be mandatory for relevant~~ **We expect the existing legal complexity and uncertainty regarding international personal** data transfers ~~from September 21, 2022; existing standard contractual clauses arrangements must be migrated~~ to **continue as** ~~the new documentation by March 21, 2024. As~~ supervisory authorities issue further guidance on personal data export mechanisms, including circumstances where the SCCs cannot be used, and / or start taking enforcement action **. In particular** , we **expect the DPF Adequacy Decision to be challenged and international transfers to the United States and to other jurisdictions more generally to continue to be subject to enhanced scrutiny by regulators. We** could suffer additional costs, complaints and / or regulatory investigations or fines, and / or if we are otherwise unable to transfer personal data between and among countries and regions in which we operate, it could affect the manner in which we provide our services, the geographical location or segregation of our relevant systems and operations, and could adversely affect our financial results. Further, from January 1, 2021, companies have to

comply with the GDPR and also the UK GDPR, which, together with the amended UK Data Protection Act 2018, retains the GDPR in UK national law. The UK GDPR mirrors the fines under the GDPR, e. g. fines up to the greater of € 20 million (£ 17. 5 million) or 4 % of global turnover **. On October 12, 2023, the UK Extension to the DPF came into effect (as approved by the UK Government), as a UK GDPR data transfer mechanism to U. S. entities self- certified under the UK Extension to the DPF** . The European Commission has adopted an adequacy decision in favor of the UK, enabling data transfers from EU member states to the UK without additional safeguards. However, the UK adequacy decision will automatically expire in June 2025 unless the European Commission re- assesses and renews / extends that decision, and remains under review by the Commission during this period. In September 2021, the UK government launched a consultation on its proposals for wide- ranging reform of UK data protection laws following Brexit and the response to this consultation was published in June 2022. There is a risk that any material changes which are made to the UK data protection regime could result in the European Commission reviewing the UK adequacy decision, and the UK losing its adequacy decision if the European Commission deems the UK to no longer provide adequate protection for personal data. The relationship between the UK and the EU in relation to certain aspects of data protection law remains unclear, and it is unclear how UK data protection laws and regulations will develop in the medium to longer term, and how data transfers to and from the UK will be regulated in the long term. There are numerous U. S. federal and state, as well as foreign, laws pertaining to healthcare fraud and abuse, including anti- kickback, false claims and transparency laws regarding payments and other transfers of value made to physicians and other licensed healthcare professionals. Our business practices and relationships with providers are subject to scrutiny under these laws. The healthcare laws and regulations that may affect our ability to operate include, but are not limited to: • the federal Anti- Kickback Statute, which prohibits, among other things, persons and entities from knowingly and willfully soliciting, offering, receiving or providing remuneration, directly or indirectly, in cash or in kind, to induce either the referral of an individual or furnishing or arranging for a good or service, for which payment may be made, in whole or in part, under federal healthcare programs, such as Medicare and Medicaid. A person or entity does not need to have actual knowledge of the statute or specific intent to violate it to have committed a violation. The U. S. government has interpreted this law broadly to apply to the marketing and sales activities of manufacturers; • the federal civil and criminal false claims laws, including the federal civil False Claims Act, which prohibit, among other things, individuals or entities from knowingly presenting, or causing to be presented, claims for payment from Medicare, Medicaid or other federal healthcare programs that are false or fraudulent. Private individuals can bring False Claims Act" qui tam" actions, on behalf of the government and such individuals, commonly known as" whistleblowers," may share in amounts paid by the entity to the government in fines or settlement. Moreover, the government may assert that a claim including items or services resulting from a violation of the federal Anti- Kickback Statute constitutes a false or fraudulent claim for purposes of the federal civil False Claims Act; • the federal Physician Sunshine Act, which require certain applicable manufacturers of drugs, devices, biologics and medical supplies for which payment is available under Medicare, Medicaid or the Children' s Health Insurance Program (" CHIP") to report annually to the U. S. Department of Health and Human Services' CMS information related to payments and other transfers of value to physicians (defined to include doctors, dentists, optometrists, podiatrists and chiropractors), certain other healthcare providers (physician assistants, nurse practitioners, clinical nurse specialists, anesthesiologist assistants, certified registered nurse anesthetists, anesthesiology assistants and certified nurse midwives, and teaching hospitals), and applicable manufacturers and GPOs, to report annually ownership and investment interests held by physicians and their immediate family members; • HIPAA, which created additional federal criminal statutes that prohibit, among other things, executing a scheme to defraud any healthcare benefit program and making false statements relating to healthcare matters. Similar to the federal Anti- Kickback Statute, a person or entity does not need to have actual knowledge of the statute or specific intent to violate it to have committed a violation; and • analogous state and foreign law equivalents of each of the above federal laws, such as anti- kickback and false claims laws which may apply to items or services reimbursed by any third- party payor, including commercial insurers or patients; state laws that require device companies to comply with the industry' s voluntary compliance guidelines and the applicable compliance guidance promulgated by the federal government or otherwise restrict payments that may be made to healthcare providers and other potential referral sources; state laws that require device manufacturers to report information related to payments and other transfers of value to physicians and other healthcare providers or marketing expenditures; consumer protection and unfair competition laws, which broadly regulate marketplace activities and activities that potentially harm customers; and state laws related to insurance fraud in the case of claims involving private insurers. These laws and regulations, among other things, constrain our business, marketing and other promotional activities by limiting the kinds of financial arrangements, including sales programs, we may have with hospitals, physicians or other potential purchasers of our products. Due to the breadth of these laws, the narrowness of statutory exceptions and regulatory safe harbors available, and the range of interpretations to which they are subject, it is possible that some of our current or future practices might be challenged under one or more of these laws. To enforce compliance with the healthcare regulatory laws, certain enforcement bodies have recently increased their scrutiny of interactions between healthcare companies and healthcare providers, which has led to a number of investigations, prosecutions, convictions and settlements in the healthcare industry. Responding to investigations can be time- and resource- consuming and can divert management' s attention from the business. Additionally, as a result of these investigations, healthcare providers and entities may have to agree to additional compliance and reporting requirements as part of a consent decree or corporate integrity agreement. Any such investigation or settlement could increase our costs or otherwise have an adverse effect on our business. Even an unsuccessful challenge or investigation into our practices could cause adverse publicity, and be costly to respond to. If our operations are found to be in violation of any of the healthcare laws or regulations described above or any other healthcare regulations that apply to us, we may be subject to penalties, including administrative, civil and criminal penalties, damages, fines, exclusion from participation in government healthcare programs, such as Medicare and Medicaid, imprisonment, contractual damages, reputational harm, disgorgement and the curtailment or restructuring of our operations. Healthcare regulation and reform

measures could adversely affect our revenue and financial condition. Our profitability and operations are subject to risks relating to changes in government and private reimbursement programs and policies and changes in legal requirements in the U. S. and in the world. There have been, and we expect there will continue to be, a number of legislative and regulatory changes to the healthcare system that could affect our future revenues and profitability in the U. S. and abroad. Federal and state lawmakers regularly propose and, at times, enact legislation that results in significant changes to the healthcare system, some of which are intended to contain or reduce the costs of medical products and services. For example, in 2010, the ACA was signed into law introducing comprehensive health insurance and healthcare reforms in the U. S. The ACA, among other things, provided incentives to programs that increase the federal government' s comparative effectiveness research, and implemented payment system reforms including a national pilot program on payment bundling to encourage hospitals, physicians and other providers to improve the coordination, quality and efficiency of certain healthcare services through bundled payment models. Additionally, the ACA has expanded eligibility criteria for Medicaid programs and created a new Patient- Centered Outcomes Research Institute to oversee, identify priorities in, and conduct comparative clinical effectiveness research, along with funding for such research. We anticipate there will continue to be proposals by legislators at both the federal ~~and~~ state **and foreign** levels, regulators and commercial payors to reduce costs while expanding individual healthcare benefits. The ultimate implementation of any healthcare reform legislation and any new laws and regulations, and its impact on us, is impossible to predict, particularly in light of the new presidential administration. Any significant reforms made to the healthcare system in the U. S., or in other jurisdictions, may have an adverse effect on our financial condition and results of operations **. On December 13, 2021, Regulation No 2021 / 2282 on Health Technology Assessment (" HTA ") amending Directive 2011 / 24 / EU, was adopted. While the Regulation entered into force in January 2022, it will only begin to apply from January 2025 onwards, with preparatory and implementation- related steps to take place in the interim. Once applicable, it will have a phased implementation depending on the concerned products. The Regulation intends to boost cooperation among EU member states in assessing health technologies, including certain high- risk medical devices, and provide the basis for cooperation at the EU level for joint clinical assessments in these areas. It will permit EU member states to use common HTA tools, methodologies, and procedures across the EU, working together in four main areas, including joint clinical assessment of the innovative health technologies with the highest potential impact for patients, joint scientific consultations whereby developers can seek advice from HTA authorities, identification of emerging health technologies to identify promising technologies early, and continuing voluntary cooperation in other areas. Individual EU member states will continue to be responsible for assessing non- clinical (e. g., economic, social, ethical) aspects of health technology, and making decisions on pricing and reimbursement** . We rely on a combination of patents, trademarks, copyrights, trade secrets, business methods, software and nondisclosure agreements to protect our proprietary intellectual property. Our efforts to protect our intellectual and proprietary rights may not be sufficient. Further, there is no assurance that patents pending will issue or that the protection from patents which have issued or may issue in the future will be broad enough to prevent competitors from introducing similar devices, that such patents, if challenged, will be upheld by the courts or that we will be able to prove infringement and damages in litigation. We generally have multiple patents covering various features of a product, and as each patent expires, the protection afforded by that patent is no longer available to us, even though protection of features that are covered by other unexpired patents may continue to be available to us. The loss of patent protection on certain features of our products may make it possible for others to manufacture and sell products with features identical or similar to ours, which could adversely affect our business. If we fail to develop and successfully launch new products prior to the expiration of patents for our existing products, our sales and profits with respect to those products could decline significantly. We may not be able to develop and successfully launch more advanced replacement products before these and other patents expire. In addition, our ability to enforce and protect our intellectual property rights may be limited in certain countries outside of the U. S., which could make it easier for competitors to obtain market position in such countries by utilizing technologies that are similar to those developed by us. If others choose to manufacture and sell products similar to or substantially the same as our products, it could have a material adverse effect on our business through loss of unit volume or price erosion, or both, and could adversely affect our ability to secure new business. ~~In the past, we have faced patent infringement claims related to our Clave products, the CLC2000 Connector and Tego Connector. We believe these claims had no merit, and all have been settled or dismissed. We may also face claims in the future. Additionally, there~~ **There** has been substantial litigation regarding patent and other intellectual property rights in the medical device industry **. We have in the past faced and may in the future face patent infringement claims** . Patent infringement litigation, which may be necessary to enforce patents issued to us or to defend ourselves against claimed infringement of the rights of others, can be expensive and may involve a substantial commitment of our resources which may divert resources from other uses. Adverse determinations in litigation or settlements could subject us to significant liabilities to third parties, could require us to seek licenses from third parties, could prevent us from manufacturing and selling our products or could fail to prevent competitors from manufacturing products similar to ours. Any of these results could materially and adversely affect our business. From time to time we become aware of newly issued patents on medical devices, which we review to evaluate any infringement risk. We are aware of a number of patents ~~for infusion connection systems~~ that have been issued to others. While we believe these patents will not affect our ability to market our products, there is no assurance that these or other issued or pending patents might not interfere with our right or ability to manufacture and sell our products ~~. Our ability to market our products in the U. S. and other countries may be adversely affected if our products fail to comply with the applicable requirements of the FDA and regulatory agencies in other countries~~ . We and our products are subject to extensive regulation in the U. S. and elsewhere, including by the FDA and its foreign counterparts. The FDA and foreign regulatory agencies and notified bodies regulate, among other things, with respect to medical devices: design, development and manufacturing; testing, labeling, content and language of instructions for use and storage; clinical trials; product safety; establishment registration and device listing; marketing, sales and distribution; pre- market clearance, approval

and certification; record keeping procedures; advertising and promotion; recalls and field safety corrective actions; post- market surveillance, including reporting of deaths or serious injuries and malfunctions that, if they were to recur, could lead to death or serious injury; post- market approval studies; and product import and export. In the U. S., our medical device products are subject to clearance or approval by the U. S. FDA under the FDC Act. Before we can market a new medical device, or a new use of, new claim for, or significant modification to, an existing product, we must first receive either clearance under Section 510 (k) of the FDC Act or approval of PMA application from the FDA, unless an exemption applies. Under the 510 (k) process, the manufacturer must submit to the FDA a pre- market notification, demonstrating that the device is" substantially equivalent," as defined in the FDC Act, to a legally marketed predicate device. To be" substantially equivalent," the proposed device must have the same intended use as the predicate device, and either have the same technological characteristics as the predicate device or have different technological characteristics and not raise different questions of safety or effectiveness than the predicate device. If the manufacturer is unable to demonstrate substantial equivalence to FDA' s satisfaction, or if there is no available predicate device, then the manufacturer may be required to seek approval through the PMA application process, which is generally more costly and time consuming than the 510 (k) process. Through the PMA application process, the applicant must submit data and information demonstrating reasonable assurance of the safety and effectiveness of the device for its intended use to the FDA' s satisfaction. Accordingly, a PMA application typically includes, but is not limited to, extensive technical information regarding device design and development, pre- clinical and clinical trial data, manufacturing information, labeling and financial disclosure information for the clinical investigators in device studies. We currently market certain products that have received 510 (k) clearance, and we may pursue 510 (k) clearance for future products. However, certain of our new products may require a longer time for clearance than we have experienced in the past and there can be no assurance that a PMA application will not be required. ~~Further~~ **For example** , **in 2022, we acquired Smiths Medical, which has marketed its PORT- A- CATH implantable access systems pursuant to PMA approval, and** there is no assurance that other new products developed by us or any manufacturers that we might acquire will be eligible for 510 (k) clearance rather than undergoing a more time consuming pre- market approval procedure **, such as the PMA approval process,** or that, in any case, they will receive clearance or approval from the FDA. ~~For example, in 2022, we acquired Smiths Medical, which has marketed its PORT- A- CATH implantable access systems pursuant to PMA approval~~ . FDA regulatory processes are time consuming and expensive. Uncertainties as to the time required to obtain FDA clearances or approvals could adversely affect the timing and expense of new product introductions. The regulations to which we are subject are complex and have tended to become more stringent over time. Regulatory changes could result in restrictions on our ability to continue or expand our operations, higher than anticipated costs, or lower than anticipated sales. The FDA enforces these regulatory requirements through periodic unannounced inspections. Even after we have obtained the proper regulatory clearance or approval to market a product, we have ongoing responsibilities under FDA regulations and applicable foreign laws and regulations. The FDA, state and foreign regulatory authorities have broad enforcement powers. We do not know whether we will pass or be found compliant in any future inspections by FDA or other regulatory authorities. Our failure to comply with applicable regulatory requirements could result in enforcement action by the FDA, state or foreign regulatory authorities which may include any of the following sanctions: • untitled letters or warning letters; • fines, injunctions, consent decrees and civil penalties; • recalls, termination of distribution, administrative detention, or seizure of our products; • customer notifications or repair, replacement or refunds; • operating restrictions or partial suspension or total shutdown of production; • delays in or refusal to grant our requests for future 510 (k) clearances, PMA approvals or foreign regulatory approvals of new products, new intended uses, or modifications to existing products; • withdrawals or suspensions of current 510 (k) clearances or PMAs or foreign regulatory approvals, resulting in prohibitions on sales of our products; • FDA refusal to issue certificates to foreign governments needed to export products for sale in other countries; and • criminal prosecution. The FDA' s and other regulatory authorities' policies may change and additional government regulations may be enacted that could prevent, limit or delay regulatory approval or certification of our product candidates. We cannot predict the likelihood, nature or extent of government regulation that may arise from future legislation or administrative action, either in the U. S. or abroad. In addition, the FDA may change its clearance and approval policies, adopt additional regulations or revise existing regulations, or take other actions which may prevent or delay approval or clearance of our future products under development **or otherwise increase the costs associated with compliance** . For example ~~, on February 23, 2022, the FDA issued a proposed rule to amend the Quality System Regulation, or QSR, which establishes current good manufacturing practice requirements for medical device manufacturers, to align more closely with the International Organization for Standardization, or ISO, standards. This proposal has not yet been finalized or adopted. Accordingly, it is unclear the extent to which this or any other proposals, if adopted, could impose additional or different regulatory requirements on us that could increase the costs of compliance or otherwise create competition that may negatively affect our business. Additionally~~ , in September 2019, the FDA issued revised final guidance describing an optional" safety and performance based" pre- market review pathway for manufacturers of" certain, well- understood device types" to demonstrate substantial equivalence under the 510 (k) clearance pathway by demonstrating that such device meets objective safety and performance criteria established by the FDA, thereby obviating the need for manufacturers to compare the safety and performance of their medical devices to specific predicate devices in the clearance process. The FDA maintains a list of device types appropriate for the" safety and performance based pathway" and continues to develop product- specific guidance documents that identify the performance criteria for each such device type, as well as recommended testing methods, where feasible. The FDA may establish performance criteria for classes of devices for which we or our competitors seek or currently have received clearance, and it is unclear the extent to which such performance standards, if established, could impact our ability to obtain new 510 (k) clearances or otherwise create competition that may negatively affect our business. In addition, FDA and foreign regulations and guidance are often revised or reinterpreted by the FDA and foreign counterparts in ways that may significantly affect our business and our products. Any new statutes, regulations or revisions or reinterpretations of existing regulations may impose

additional costs or lengthen review times of any future products or make it more difficult to obtain clearance, approval, or certification to manufacture, market or distribute our products. We cannot determine what effect changes in regulations, statutes, legal interpretation or policies, when and if promulgated, enacted or adopted may have on our business in the future. Such changes could, among other things, require: additional testing prior to obtaining clearance, approval, or certification; changes to manufacturing methods; recall, replacement or discontinuance of our products; or additional record keeping. For **example, in February 2024, the FDA issued a final rule to amend and replace the QSR, which sets forth the FDA' s current good manufacturing practice requirements for medical devices, to align more closely with the International Organization for Standardization standards. Specifically, this final rule, which the FDA expects to go into effect on February 2, 2026, establishes the " Quality Management System Regulation, " (" QMSR "), which among other things, incorporates by reference the quality management system requirements of ISO 13485: 2016. Although the FDA has stated that the standards contained in ISO 13485: 2016 are substantially similar to those set forth in the QSR, and although our quality system is currently designed to comply with ISO standards in connection with our device certifications outside the United States, it is unclear the extent to which this final rule, once effective, could impose additional or different regulatory requirements on us that could increase the costs of compliance or otherwise negatively affect our business. If we are unable to comply with QMSR, once effective, or with any other changes in the laws or regulations enforced by FDA or comparable regulatory authorities, we may be subject to enforcement action, which could have an adverse effect on our business, financial condition and results of operations. For** instance, the EU landscape concerning medical devices recently evolved. On May ~~25~~ **26** , ~~2017~~ **2021** , the EU Medical Devices Regulation **became applicable and** ~~entered into force, which repeals~~ **repealed** and ~~replaces~~ **replaced** the EU Medical Devices Directive. Unlike directives, which must be implemented into the national laws of the EU member states, regulations are directly applicable (i. e., without the need for adoption of EU member state laws implementing them) in all EU member states and are intended to eliminate current differences in the regulation of medical devices among EU member states. **In accordance with its recently extended transitional provisions, both (i)** ~~Devices~~ **devices** lawfully placed on the market pursuant to the EU Medical Devices Directive prior to May 26, 2021 **and (ii) legacy devices lawfully placed on the EU market after May 26, 2021 in accordance with the EU Medical Devices Regulation transitional provisions** may generally continue to be made available on the market or put into service ~~until May 26, 2025~~ , provided that the requirements of the transitional provisions are fulfilled ~~. In particular, the certificate in question must still be valid~~ . However, even in this case, manufacturers must comply with a number of new or reinforced requirements set forth in the EU Medical Devices Regulation with regard to registration of economic operators and of devices, post- market surveillance, market surveillance and vigilance requirements. Subject to the transitional provisions and in order to sell our products in EU member states, our products must comply with the general safety and performance requirements of the EU Medical Devices Regulation, which repeals and replaces EU Medical Devices Directive. All medical devices placed on the market in the EU must meet the general safety and performance requirements laid down in Annex I to the EU Medical Devices Regulation including the requirement that a medical device must be designed and manufactured in such a way that, during normal conditions of use, it is suitable for its intended purpose. Medical devices must be safe and effective and must not compromise the clinical condition or safety of patients, or the safety and health of users and – where applicable – other persons, provided that any risks which may be associated with their use constitute acceptable risks when weighed against the benefits to the patient and are compatible with a high level of protection of health and safety, taking into account the generally acknowledged state of the art. Compliance with these requirements is a prerequisite to be able to affix the CE mark to our products, without which they cannot be sold or marketed in the EU. See – Government Regulation. To demonstrate compliance with the general safety and performance requirements, we must undergo a conformity assessment procedure, which varies according to the type of medical device and its (risk) classification. Except for low risk medical devices (Class I), where the manufacturer can self- assess the conformity of its products with the general safety and performance requirements (except for any parts which relate to sterility, metrology or reuse aspects), a conformity assessment procedure requires the intervention of a notified body. The notified body would typically audit and examine the technical file and the quality system for the manufacture, design and final inspection of our devices. If satisfied that the relevant product conforms to the relevant general safety and performance requirements, the notified body issues a certificate of conformity, which the manufacturer uses as a basis for its own declaration of conformity. The manufacturer may then apply the CE mark to the device, which allows the device to be placed on the market throughout the EU. If we fail to comply with applicable laws and regulations, we would be unable to affix the CE mark to our products, which would prevent us from selling them within the EU. The aforementioned EU rules are generally applicable in the EEA. Non- compliance with the above requirements would also prevent us from selling our products in these three countries. The rules applicable in Great Britain ~~may~~ differ from the EEA as a result of ~~proposals for~~ **Brexit. Following** the ~~new regulatory landscape which will~~ **transitional periods whereby existing CE marks continue to** be ~~implemented~~ **recognized in Great Britain** , **affixing** ~~subject to a transitional period, as a result of Brexit. Following~~ the **UKCA mark is expected to become** ~~transitional period, compliance with the UK regulations will be~~ a prerequisite to be able to **place** ~~affix the UKCA mark to our~~ products **on the market in Great Britain** , without which they cannot be sold or marketed in Great Britain. **This might cause increased regulatory burden to our business.** See " Part 1, Item 1. Government Regulation- Regulation of Medical Devices in the European Union- Brexit. " If we or our component manufacturers fail to comply with the FDA' s Quality System Regulation or Good Manufacturing Practice regulations or other requirements, our manufacturing operations could be interrupted, and our product sales and operating results could suffer. ~~We~~ **In the United States, we** and some of our component manufacturers are required to comply with regulatory requirements known as the FDA' s ~~Quality System Regulation, or~~ QSR, a complex regulatory scheme which covers the procedures and documentation of the design, testing, production, control, quality assurance, inspection, complaint handling, recordkeeping, management review, labeling, packaging, sterilization, storage and shipping of our device products. The **QSR applies** ~~FDA' s cGMPs apply~~ to the manufacture of medical

device components and finished medical devices. The FDA audits compliance with these regulatory requirements through periodic announced and unannounced inspections of manufacturing and other facilities. The FDA may conduct inspections or audits at any time, and we and some of our component suppliers are subject to such inspections. Although we believe our manufacturing facilities and those of our critical component suppliers are in compliance with the QSR requirements, and with **other** applicable cGMPs for our products, we cannot provide assurance that any future inspection will not result in adverse findings. For example, on October 1, 2021, Smiths Medical received a Warning Letter from the FDA following an inspection of Smiths Medical' s Minneapolis, Minnesota Facility on March 30, 2021. The Warning Letter cited, among other things, failures to comply with FDA' s medical device reporting requirements and failures to comply with applicable portions of the QSR. There is no guarantee that we will be able to successfully resolve the issues identified in the Warning Letter or do so in a timely manner or that similar compliance issues will not be identified in a future FDA inspection. If our manufacturing facilities or those of any of our component suppliers are found to be in violation of applicable laws and regulations, or we or our suppliers have significant noncompliance issues or fail to timely and adequately respond to any adverse inspectional observations or product safety issues, or if any corrective action plan that we or our suppliers propose in response to observed deficiencies is not sufficient, the FDA or foreign regulatory authorities could take enforcement action, including any of the following sanctions: • customer notifications or repair, replacement, refunds, recall, detention or seizure of our products; • refusing or delaying our requests for clearance or approval or certifications of new products or modified products; • withdrawing clearances, approvals, or certifications that have already been granted; • refusal to grant export approval for our products; or Any of these sanctions could adversely affect our business, financial condition and operating results. To market our products in the EU, we must conform to additional requirements and demonstrate conformance to harmonized quality standards. A notified body would typically audit and examine a product' s technical dossiers and the manufacturers' quality system (the notified body must presume that quality systems which implement the relevant harmonized standards – which is ISO 13485: 2016 for Medical Devices Quality Management Systems – conform to these requirements). Subject to the transitional provisions, manufacturers of medical devices must also comply with the EU Medical Devices Regulation. Compliance with these requirements assure that medical devices are both safe and effective and do not compromise the clinical condition or safety of patients, or the safety and health of users and – where applicable – other persons and meet all applicable established standards prior to being marketed in the EU. There is no assurance that we will continue to meet the requirements for distribution of our products in ~~Europe. In addition,~~ the EU ~~Medical Devices Regulation, among other things: • strengthens the rules on placing devices on the market (e. g. reclassification of certain devices~~ and ~~wider scope than the EU Medical Devices Directive) and reinforces surveillance once they~~ - **the EEA** ~~are available; • establishes explicit provisions on manufacturers' responsibilities for the follow- up of the quality, performance and safety of devices placed on the market; • establishes explicit provisions on importers' and distributors' obligations and responsibilities; • imposes an obligation to identify a responsible person who is ultimately responsible for all aspects of compliance with the requirements of the new regulation; • improves the traceability of medical devices throughout the supply chain to the end- user or patient through the introduction of a unique identification number, to increase the ability of manufacturers and regulatory authorities to trace specific devices through the supply chain and to facilitate the prompt and efficient recall of medical devices that have been found to present a safety risk; • sets up a central database (Eudamed) to provide patients, healthcare professionals and the public with comprehensive information on products available in the EU; and • strengthens rules for the assessment of certain high- risk devices, such as implants, which may have to undergo a clinical evaluation consultation procedure by experts before they are placed on the market~~ . As a result of these new requirements, we may be subject to risks associated with additional testing, modification, certification, or amendment of our existing certifications, or we may be required to modify products already installed at our customers' facilities to comply with the official interpretations of the EU Medical Devices Regulation. Distribution of our products in other countries may be subject to regulation in those countries, and there is no assurance that we will obtain necessary approvals or certifications in countries in which we want to introduce our products. The misuse or off- label use of our products may harm our reputation in the marketplace, result in injuries that lead to product liability suits or result in costly investigations, fines or sanctions by regulatory bodies if we are deemed to have engaged in the promotion of these uses, any of which could be costly to our business. Our products have been cleared, approved or certified by the FDA, foreign regulatory authorities and notified bodies for specific indications of use. We train our marketing personnel and direct sales force to not promote our products for uses outside of the FDA- cleared or approved indications for use, known as" off- label uses." We cannot, however, prevent a physician from using our products off- label, when in the physician' s independent professional medical judgment he or she deems it appropriate. There may be increased risk of injury to patients if physicians attempt to use our products off- label. Furthermore, the use of our products for indications other than those cleared or approved by the FDA or approved by any foreign body may not effectively treat such conditions, which could harm our reputation in the marketplace among physicians and patients. If the FDA or any foreign regulatory authorities determine that our promotional materials or training constitute promotion of an off- label use, it could request that we modify our training or promotional materials or subject us to regulatory or enforcement actions, including the issuance or imposition of an untitled letter, which is used for violators that do not necessitate a warning letter, injunction, seizure, civil fine or criminal penalties. It is also possible that enforcement authorities might take action under other regulatory authority, such as false claims laws, if they consider our business activities to constitute promotion of an off- label use, which could result in significant penalties, including, but not limited to, criminal, civil and administrative penalties, damages, fines, disgorgement, exclusion from participation in government healthcare programs and the curtailment of our operations. In addition, physicians may misuse our products or use improper techniques if they are not adequately trained, potentially leading to injury and an increased risk of product liability. If our products are misused or used with improper technique, we may become subject to costly litigation by our customers or their patients. Litigation, product liability claims or product recalls could be costly and could expose us to loss. The use of our products exposes us to an inherent risk of product liability. Further, the

medical device industry has historically been subject to extensive litigation and we cannot offer any assurance that we will not face product liability or other lawsuits in the future. Patients, healthcare workers, healthcare providers or others who claim that our products have resulted in injury could initiate product liability litigation seeking large damage awards against us. Costs of the defense of such litigation, even if successful, could be substantial. We maintain insurance against product liability and defense costs in the amount of $ 40 million per occurrence. However, legal proceedings are inherently unpredictable, and the outcome can result in judgments that affect how we operate our business, or we may enter into settlements of claims for monetary damages that exceed our insurance coverage, if any is available. A successful claim against us in excess of insurance coverage could materially and adversely affect us, and result in substantial liabilities and reputational harm including product recalls or withdrawals from the market, withdrawal of clinical trial participants or clinical studies, the inability to commercialize our existing or new products, distraction of management' s attention from our primary business or decreased demand for our products or, if cleared or approved, products in development. ~~While~~ **Any attempts** we **take** ~~may attempt~~ to manage our product liability exposure **, for example,** by proactively recalling or withdrawing from the market any defective products, **and** any **required** recall or market withdrawal of our products may delay the supply of those products to our customers and may impact our reputation. We can provide no assurance that we will be successful in initiating appropriate market recall or market withdrawal efforts that may be required in the future or that these efforts will have the intended effect of preventing product malfunctions and the accompanying product liability that may result. Such recalls and withdrawals may also be used by our competitors to harm our reputation for safety or be perceived by patients as a safety risk when considering the use of our products, either of which could have a material adverse effect on our business, financial condition and results of operations. Additionally, we generally offer a limited warranty for product returns which are due to defects in quality and workmanship. We attempt to estimate our potential liability for future product returns and establish reserves on our financial statements in amounts that we believe will be sufficient to address our warranty obligations; however, our actual liability for product returns may significantly exceed the amount of our reserves. If we underestimate our potential liability for future product returns, or if unanticipated events result in returns that exceed our historical experience, our financial condition and operating results could be materially and adversely affected. Our products may cause or contribute to adverse medical events or be subject to failures or malfunctions that we are required to report to the FDA and foreign regulatory authorities, and if we fail to do so, we would be subject to sanctions that could harm our reputation, business, financial condition and results of operations. The discovery of serious safety issues with our products, or a recall of our products either voluntarily or at the direction of the FDA or another governmental authority, could have a negative impact on us. We are subject to the FDA' s medical device reporting regulations and similar foreign regulations, which require us to report to the FDA and foreign regulatory authorities when we receive or become aware of information that reasonably suggests that one or more of our products may have caused or contributed to a death or serious injury or malfunctioned in a way that, if the malfunction were to recur, it could cause or contribute to a death or serious injury. The timing of our obligation to report is triggered by the date we become aware of the adverse event as well as the nature of the event. We may fail to report adverse events of which we become aware within the prescribed timeframe. We may also fail to recognize that we have become aware of a reportable adverse event, especially if it is not reported to us as an adverse event or if it is an adverse event that is unexpected or removed in time from the use of the product. If we fail to comply with our reporting obligations, the FDA or foreign regulatory authorities could take action, including warning letters, untitled letters, administrative actions, criminal prosecution, imposition of civil monetary penalties, revocation of our device clearances, approvals or certifications, seizure of our products or delay in clearance, approval, or certification of future products. The FDA and foreign regulatory bodies have the authority to require the recall of commercialized products in the event of material deficiencies or defects in design or manufacture of a product or in the event that a product poses an unacceptable risk to health. The FDA' s authority to require a recall must be based on a finding that there is reasonable probability that the device could cause serious injury or death. We may also choose to voluntarily recall a product if any material deficiency is found. A government- mandated or voluntary recall by us could occur as a result of an unacceptable risk to health, component failures, malfunctions, manufacturing defects, labeling or design deficiencies, packaging defects or other deficiencies or failures to comply with applicable regulations. Product defects or other errors may occur in the future. For example, on June 26, 2020, Smiths Medical ASD initiated Class 1 recalls of a Medfusion Syringe Pump. We can provide no assurance that our efforts to work with the FDA to complete the Class 1 recall, and ultimately close, this product recall will be accomplished in a timely manner, or at all. In addition, the costs associated with conducting and closing this recall **or any other product recalls** , including any liabilities we may incur, could have a material adverse effect on our business, financial condition and results of operations. Depending on the corrective action we take to redress a product' s deficiencies or defects, the FDA or foreign regulatory agencies may require, or we may decide, that we will need to obtain new clearances, approvals or certifications for the device before we may market or distribute the corrected device. Seeking such clearances, approvals or certifications may delay our ability to replace the recalled devices in a timely manner. Moreover, if we do not adequately address problems associated with our devices, we may face additional regulatory enforcement action, including FDA or foreign regulatory authorities warning letters, product seizure, injunctions, administrative penalties or civil or criminal fines. Companies are required to maintain certain records of recalls and corrections, even if they are not reportable to the FDA or foreign regulatory authorities. We may initiate voluntary withdrawals or corrections for our products in the future that we determine do not require notification of the FDA or foreign regulatory authorities. If the FDA or foreign regulatory authorities disagree with our determinations, it could require us to report those actions as recalls and we may be subject to enforcement action. A future recall announcement could harm our reputation with customers, potentially lead to product liability claims against us and negatively affect our sales. Any corrective action, whether voluntary or involuntary, as well as defending ourselves in a lawsuit, will require the dedication of our time and capital, distract management from operating our business and may harm our reputation and financial results. We face exposure to adverse movements in foreign currency exchange rates due to our operations in foreign

markets through our foreign subsidiaries and other international distributors. Our primary foreign currency exchange rate exposures are currently with the Euro, Mexican Peso, **Canadian Dollar,** Czech Koruna, Japanese Yen, Chinese Renminbi, **and the** Australian ~~Dollar, and the Canadian~~ Dollar against the U. S. dollar. Our income and expenses are based on a mix of currencies, and a decline in one currency relative to the other currencies could adversely affect our operating results. Furthermore, our operating results are reported in U. S. dollars, using the exchange rate in effect at the balance sheet date, or, for revenues and expenses, using the average monthly exchange rates during the year. Accordingly, our operating results ~~are~~ **have been and continue to be** subject to volatility due to fluctuations in foreign currency exchange rates. Generally, when the U. S. dollar weakens against these currencies, the dollar value of foreign- currency denominated revenue and expense increases, and when the U. S. dollar strengthens against these currencies, the dollar value of foreign- currency denominated revenue and expense decreases. We are also exposed to foreign currency risk on outstanding foreign currency denominated receivables and payables. **Currency exchange rates have been especially volatile in the recent past.** Accordingly, changes in foreign currency exchange rates **have adversely affected and** may **continue to** adversely affect **our results of operations. During 2023, we recorded $ 5. 9 million in foreign exchange losses due to the volatility of foreign exchange rates such as the strengthening of the Mexican Peso which impacted margins and the devaluation of the Argentine Peso. See Item 7. " Management' s Discussion and Analysis of Financial Condition and Results of Operations " for a further discussion of the financial impact of exchange rate fluctuations on** our results of operations. Fluctuations in currency exchange rates are caused by a number of factors that are beyond our control, including a country' s political and economic policies, inflationary conditions, disruptions in the financial markets, and global economic **and geopolitical** conditions ~~. During 2022, we recorded $ 5. 8 million in foreign exchange losses due to the volatility of foreign exchange rates as a result of continued global macroeconomic challenges~~ . We currently only partially hedge against our foreign currency exchange rate risks, related to certain forecasted foreign currency- denominated revenues and expenses ~~for Smiths Medical~~ . We, therefore, believe our exposure to these risks may be higher than if we entered into hedging transactions, including forward exchange contracts or similar instruments that covered the ~~whole~~ company **on a consolidated basis** . If we decide in the future to enter into additional forward foreign exchange contracts to attempt to reduce the risk related to foreign currency exchange rates, these contracts may not mitigate the potential adverse impact on our financial results due to the limitations and difficulty forecasting future activity. In addition, these types of contracts may themselves cause financial harm to us and have inherent levels of counter- party risk over which we would have no control. We attempt to mitigate a portion of foreign currency exchange rate risks through foreign currency hedging. Our hedging activities, however, may not sufficiently offset the adverse financial impact caused by unfavorable movement in foreign currency exchange rates applicable to our business, and such exchange rate impacts could materially adversely affect our financial condition or results of operations. See " Item 7A. Quantitative and Qualitative Disclosures About Market Risk. " A significant amount of our products are manufactured outside of the U. S. The U. S. government has recently initiated substantial changes in U. S. trade policy and U. S. trade agreements, including the initiation of tariffs on certain foreign goods. In response to these tariffs, certain foreign governments, including China, have instituted or are considering imposing tariffs on certain U. S. goods. For example, in 2018, the U. S. imposed tariffs on steel and aluminum as well as on goods imported from China and certain other countries, which has resulted in retaliatory tariffs by China and other countries. Additional tariffs imposed by the U. S. on a broader range of imports, or further retaliatory trade measures taken by other countries in response, could prevent or make it difficult for us to obtain the components needed for new products which would affect our sales. Increased tariffs would require us to increase our prices which likely would decrease customer and consumer demand for our products. Additionally, we are subject to income taxes in the U. S. and numerous foreign jurisdictions. Any significant changes in current U. S. trade, tax or other policies could have a material adverse effect on our results of operations. We have undertaken an initiative to increase our international sales, and have distribution arrangements in all the principal countries in Western Europe, the Pacific Rim, Middle East, Latin America, Canada and South Africa. We plan to sell in most other areas of the world. We export most of our products sold internationally primarily from the U. S. and Mexico and to a lesser extent Costa Rica. Our principal competitors in international markets consist of much larger companies as well as smaller companies already established in the countries into which we sell our products. Our cost structure is often higher than that of our competitors because of the relatively high cost of transporting ~~product~~ **products** to some local markets as well as our competitors' lower local labor costs in some markets. Our international sales are subject to higher credit risks than sales in the U. S. Many of our distributors are small and may not be well capitalized. Payment terms are relatively long. The European hospitals tend to be significantly slower in payment which has resulted in and may continue to result in an increase to our days sales outstanding from previous years. Our prices to our international distributors, outside of Europe, for ~~product~~ **products** shipped to the customers from the U. S., Costa Rica or Mexico are generally denominated in U. S. dollars, but their resale prices are set in their local currency. A decline in the value of the local currency in relation to the U. S. dollar **has in prior years adversely affected and** may **in future years** adversely affect their ability to profitably sell in their market the products they buy from us, and **has in prior years adversely affected and** may **in future years** adversely affect their ability to make payment to us for the products they purchase. Legal recourse for non- payment of indebtedness may be uncertain. These factors all contribute to a potential for credit losses. We are dependent on manufacturing in Mexico, and could be adversely affected by that region' s increased labor costs and any economic, social or political disruptions. Most of the material we use in manufacturing is imported into Mexico, and substantially all of the products we manufacture in Mexico are exported. Business activity in the Ensenada area has expanded significantly, providing increased employment opportunities. This ~~could~~ **has had and may continue to** have an adverse effect on our ability to hire or retain necessary personnel and **has resulted in and may continue to** result in higher labor costs. In addition, minimum wages in regions within which we operate have increased labor costs significantly. We continue to take steps to compete for labor through attractive employment conditions and benefits, but there is no assurance that these steps will continue to be successful or that we will not continue to face increasing labor costs in

the future. Any political or economic disruption in Mexico or a change in its local economies could have an adverse effect on our operations. We depend on our ability to move goods across borders quickly, and any disruption in the free flow of goods across national borders could have an adverse effect on our business. Additionally, political and social instability resulting from violence in certain areas of Mexico has raised concerns about the safety of our personnel. These concerns may hinder our ability to send domestic personnel abroad and to hire and retain local personnel. Such concerns may require us to conduct more operations from the U. S. rather than Mexico, which may negatively impact our operations and result in higher costs and inefficiencies. We could be adversely affected by violations of the U. S. Foreign Corrupt Practices Act and other worldwide anti- bribery laws. The Foreign Corrupt Practices Act and anti- bribery laws in other jurisdictions generally prohibit companies and their intermediaries from making improper payments for the purpose of obtaining or retaining business or other commercial advantage. Our policies mandate compliance with these anti- bribery laws, which often carry substantial penalties, including criminal and civil fines, potential loss of export licenses, possible suspension of the ability to do business with the federal government, denial of government reimbursement for products and exclusion from participation in government healthcare programs. We operate in jurisdictions that have experienced governmental and private sector corruption to some degree, and, in certain circumstances, strict compliance with anti- bribery laws may conflict with certain local customs and practices. We cannot assure that our internal control policies and procedures always will protect us from reckless or other inappropriate acts committed by our affiliates, employees, distributors or other agents. Violations of these laws, or allegations of such violations, could have a material adverse effect on our business, financial position and results of operations. We are subject to risks associated with doing business outside of the U. S. We operate in a global market and global operations are subject to a number of risks. Sales to customers outside of the U. S. **composed** ~~made up~~ approximately 36 % of our revenues in ~~2022~~ **2023** and as our operations and sales located in Europe and other areas outside the U. S. increase, we may face new challenges and uncertainties, although we can give no assurance that such operations and sales will increase. The risks associated with our operations outside the U. S. ~~also~~ include **, without limitation** : • economic and political uncertainty; • changes in non- U. S. government programs; • multiple non- U. S. regulatory requirements that are subject to change and that could restrict our ability to manufacture and sell our products; • different local medical practices, product preferences and product requirements; • possible failure to comply with trade protection and restriction measures and import or export licensing requirements; • difficulty in establishing, staffing and managing non- U. S. operations; • different labor regulations or work stoppages or strikes; • **changing geopolitical conditions arising from** political instability and **any** actual or anticipated military or political conflicts (such as the conflict in Ukraine **and in the Middle East**); • economic instability in other parts of the world and the impact on interest rates, inflation and the credit worthiness of our customers in foreign countries **, such as the devaluation of the Argentine Peso** ; • uncertainties regarding judicial systems and procedures; • minimal or diminished protection of intellectual property in some countries; • natural disasters or outbreak of diseases **or pandemics** ~~(including COVID- 19)~~ ; • fluctuations in foreign currency exchange rates; • ~~disputes~~ **changes to international trade agreements and trade relationships and conflicts** between countries ~~, trade relationships and conflicts)~~ ; and • imposition of government **controls, such as economic sanctions and export** controls. These risks, individually or in the aggregate, could have an adverse effect on our results of operations and financial condition. The occurrence or allegation of these types of risks may adversely affect our business, performance, prospects, value, financial condition, and results of operations. Risks Related to our Strategic Transactions The Smiths Medical acquisition **completed in January 2022 has resulted in organizational changes and an increase in size to our business. If we fail to effectively manage this growth and change to our business in a manner that preserves our reputation with customers and the key aspects of our corporate culture, our business, financial condition and results of operations could be harmed. The Smiths Medical acquisition** has resulted in significant growth in our personnel and operations, adding approximately 6, 700 employees to our headcount at the time of acquisition. Our total headcount as of December 31, ~~2022~~ **2023** is approximately 14, ~~500~~ **000** employees. We have incurred and ~~will~~ continue to incur significant expenditures and the allocation of management time to assimilate the Smiths Medical employees in a manner that preserves the key aspects of our corporate culture, including a focus on strong customer satisfaction, but there can be no assurance that we will be successful in our efforts. If we do not effectively integrate, train and manage our combined employee base and maintain strong customer relationships, our corporate culture could be undermined, the quality of our products and customer service could suffer, and our reputation could be harmed, each of which could adversely impact our business, financial condition and results of operations. The Smiths Medical acquisition ~~is~~ **was** a significant acquisition for us and the product offerings within Smiths Medical are not product offerings that we previously offered. The success of our business will depend, in part, on our ability to realize our anticipated benefits, opportunities and synergies from combining our legacy businesses and Smiths Medical. We can provide no assurance that the anticipated benefits of the Smiths Medical acquisition will be fully realized in the time frame anticipated or at all. Integrating the operations of Smiths Medical with that of our legacy business has been and ~~will continue~~ **continues** to be a complex, costly and time- consuming process. The integration process may disrupt the businesses and, if implemented ineffectively, would restrict the realization of the full expected benefits. The failure to meet the challenges involved in integrating the two businesses could cause an interruption of, or a loss of momentum in, the activities of the combined businesses and could adversely affect the results of operations of the combined businesses. Potential difficulties that may be encountered in the integration process include the following: • challenges in preserving important strategic customer and other third- party relationships of both businesses; • the diversion of management' s attention to integration matters; • challenges in maintaining employee morale and retaining or attracting key employees; • potential incompatibility of corporate cultures; • costs, delays and other difficulties consolidating corporate and administrative infrastructures and information systems and implementing common systems and procedures including, in particular, our internal controls over financial reporting; and • coordinating and integrating a geographically dispersed organization, including operations in jurisdictions we did not operate in prior to the Smiths Medical transaction. Any one or all of these factors may increase operating costs or lower anticipated

financial performance. Achieving the anticipated benefits and the potential benefits underlying our reasons for the Smiths Medical business acquisition will depend on successful integration of the businesses. Because of the significance of the Smiths Medical business acquisition to us, our failure to successfully integrate the Smiths Medical business with that of our own could have a material adverse impact on our business, financial condition and results of operations. We have made certain assumptions relating to the impact on our financial results of the Smiths Medical acquisition. These assumptions relate to numerous matters, including the acquisition costs, transaction and integration costs, and other financial and strategic risks of the acquisition. If one or more of these assumptions are incorrect, it could have an adverse effect on our business and operating results, and the perceived benefits from the acquisition may not be realized. **For example, our vascular access product sales have been less than anticipated because of supply chain constraints prior to the closing of the acquisition which resulted in elevated back orders and eventual customer losses.** If we are unable to effectively manage our internal growth or growth through acquisitions of companies, assets or products, our financial performance may be adversely affected. We may expand our product offerings through acquisitions of companies or product lines **from time to time** . We can provide no assurance that we will be able to identify, acquire, develop or profitably manage additional companies or operations or successfully integrate such companies or operations into our existing operations without substantial costs, delays or other challenges. ~~We recently~~ **In 2022, we** acquired the Smiths Medical business, which includes syringe and ambulatory infusion devices, vascular access, and vital care products, but we have **made and continue** to make significant integration efforts to achieve the anticipated benefits. See " The Smiths Medical acquisition completed in January 2022 has resulted in organizational changes and significant growth to our business. If we fail to effectively manage this growth and change to our business in a manner that preserves our reputation with customers and the key aspects of our corporate culture, our business, financial condition and results of operations could be harmed. " We have additional production facilities outside the U. S. to reduce labor costs. We intend to continue to expand our marketing and distribution capability, which may include external expansion through acquisitions both in the U. S. and foreign markets. The expansion of our marketing, distribution and product offerings both internally and through acquisitions or by contract may place substantial burdens on our management resources and financial controls. Decentralization of assembly and manufacturing could place further burdens on management to manage those operations and maintain efficiencies and quality control. The increasing burdens on our management resources and financial controls resulting from internal growth and acquisitions could adversely affect our operating results. In addition, acquisitions may involve a number of special risks in addition to the difficulty of integrating cultures and operations and the diversion of management' s attention, including adverse short- term effects on our reported operating results, dependence on retention, hiring and training of key personnel, risks associated with unanticipated problems or legal liabilities, and amortization of acquired intangible assets, some or all of which could materially and adversely affect our operations and financial performance. At December 31, **2023 and** 2022, we had **$ 254. 7 million and** $ 213. 5 million of cash, cash equivalents and investment securities on hand, **respectively,** which was significantly less **in each case** than the approximately $ 571. 9 million of cash, cash equivalents and investment securities we had as of December 31, 2021, primarily as a result of the use of existing cash to partially fund the Smiths Medical acquisition. Although our management believes that we continue to have sufficient access to cash to meet our business objectives and capital needs, we ~~do~~ **currently** have a decreased availability of cash, cash equivalents and investment securities and ~~we~~ expect **to continue** to have such decreased availability of cash for the foreseeable future which could constrain our ability to grow our business. Furthermore, in connection with the Smiths Medical transaction and the payment of the cash consideration, we entered into Senior Secured Credit Facilities (the" Senior Secured Credit Facilities") of $ 2. 2 billion consisting of a term loan A facility of $ 850. 0 million, a term loan B facility of $ 850. 0 million and a revolving credit facility of $ 500. 0 million. As a result of entering into the Senior Secured Credit Facilities, we incurred additional borrowing costs **. At December 31, 2023, our long- term debt outstanding was $ 1. 6 billion** . Our more leveraged financial position following the Smiths Medical transaction could make us more vulnerable to general economic downturns and industry conditions, and place us at a competitive disadvantage relative to our competitors. In the event that we do not have adequate capital to maintain or develop our business and need to seek additional financing, additional capital may not be available to us on a timely basis, on favorable terms, or at all. Moreover, our Senior Secured Credit Facilities have certain restrictions that may limit how we operate our business, including our ability to engage in certain transactions and incur additional indebtedness, and our business may be materially and adversely affected if these restrictions prevent us from implementing our business plan. See " Business and Operating Risks- The agreements governing our debt contain a number of restrictive covenants which limit our flexibility in operating our business, finance future operations or pursue our business strategies. " We have and may continue to acquire businesses, form strategic alliances or make investments in businesses or technologies. Such transactions or investments could result in unforeseen operating difficulties or expenditures and require significant management resources, charges or write- downs that could adversely impact our business and operating results. We have and may continue to seek to supplement our internal growth through acquisitions of complementary businesses, technologies, services, or products, as well as investments and strategic alliances. We compete for those opportunities with others including our competitors, some of which have greater financial or operational resources than we do. We may not be able to identify suitable acquisition candidates or strategic partners, we may have inadequate access to information or insufficient time to complete due diligence, and we may not be able to complete such transactions on favorable terms, if at all. Such transactions are inherently risky, and the integration of any newly- acquired business requires significant effort and management attention that otherwise would be available for ongoing development of our other businesses. The success of any acquisition, investment or alliance may be affected by a number of factors, including our ability to properly assess and value the potential business opportunity or to successfully integrate any business we may acquire into our existing business. Integration of an acquired business also may disrupt our ongoing operations and require management resources that we would otherwise focus on developing our existing business. For example, we acquired the HIS business in February 2017, which includes IV pumps, solutions, and devices in order to create a leading pure- play infusion therapy

company, and we acquired Smiths Medical in January 2022, which includes syringe and ambulatory infusion devices, vascular access, and vital care products. We invested significant time and resources into the HIS integration in order to achieve the anticipated benefits of the transaction, and we ~~are doing~~ **have been and continue to do** the same with the Smiths Medical integration. In addition, any acquisition could result in the incurrence of debt, contingent liabilities or future write- offs of intangible assets or goodwill, any of which could have a material adverse effect on our financial condition, results of operations and cash flows. We may also experience losses related to investments in other companies, which could have an adverse effect on our results of operations and financial condition. As such, there can be no assurance that any past or future transactions or investments will be successful. ITEM 1B. UNRESOLVED STAFF COMMENTS **ICU MEDICAL, INC. AND SUBSIDIARIESNOTES TO CONSOLIDATED FINANCIAL STATEMENTS** None **ITEM 1C. CYBERSECURITY Cybersecurity Risk Management We have developed and implemented a cybersecurity risk management program intended to protect the confidentiality, integrity, and availability of our critical systems and information. Our cybersecurity risk management program includes a cybersecurity incident response plan. We leverage guidance from the National Institute of Standards and Technology Cybersecurity Framework (" NIST CSF "), which provides an outline of enterprise security processes and controls, to inform the design and assessment of our cybersecurity risk management program. This does not imply that we meet any particular technical standards, specifications, or requirements, only that we use the NIST CSF as a guide to help us identify, assess, and manage cybersecurity risks relevant to our business. Our cybersecurity risk management program is overseen by a cross- functional team comprised of our business- functional and IT employees. Our cybersecurity risk management program is integrated into our overall enterprise risk management program, and shares common methodologies, reporting channels and governance processes that apply across the enterprise risk management program to other legal, compliance, strategic, operational, and financial risk areas. Our cybersecurity risk management program includes: • risk assessments designed to help identify material cybersecurity risks to our critical systems, information, products, services, and our broader enterprise IT environment; • evaluations of our readiness to assess, respond and, as applicable, recover from potential cybersecurity incidents; • the use of external service providers, where appropriate, to assess, test or otherwise assist with aspects of our security controls; • cybersecurity training to educate our employees (including senior management and incident response personnel), consultants, and other users about their individual responsibilities regarding protecting our IT systems and data; • a third- party risk management process for service providers, suppliers and vendors who have access to our critical systems and information. We have not identified risks from known cybersecurity threats, including as a result of any prior cybersecurity incidents, that have materially affected or are reasonably likely to materially affect us, including our operations, business strategy, results of operations, or financial condition. For more information, see the section titled " Risk Factor — Market and Other External Risks — Failure to protect our information technology systems against security breaches, service interruptions, or misappropriation of data could disrupt operations, compromise sensitive data, and expose us to liability, possibly causing our business and reputation to suffer. " Cybersecurity Governance Our cybersecurity risk management program is led by our Chief Information Officer (" CIO ") through our Information Security Committee (" ISC "), which includes a cross- functional group of senior leaders who are responsible for the dissemination and promotion of our cybersecurity strategy, implementation of cybersecurity objectives and top- down communication and monitoring of the risk management program as described above. Our ISC is responsible for the regular oversight of cybersecurity risk, information security and technology risk and assessing and managing our material risks from cybersecurity threats and supervises both our internal cybersecurity personnel and our retained external cybersecurity consultants. Our ISC facilitates communications between executive, business / process level and the implementation / operations level to coordinate the implementation of our cybersecurity risk program. The ISC team meets on a regular basis, at least quarterly and more frequently as needed, to discuss significant initiatives, critical metrics and address certain risk responses. Our ISC members includes our CIO and our Director of IT Security, Risk and Compliance who have a combined 20 years of risk management experience encompassing cybersecurity and technology security, such as threat assessments, risk management, cybersecurity insurance, incident response, end user awareness and vulnerability management. Our Board considers cybersecurity risk as part of its risk oversight function and has delegated to the Audit Committee oversight of cybersecurity and other information technology risks. Our Audit Committee oversees management' s implementation of our cybersecurity risk management program. On a quarterly basis, our Audit Committee receives updates from our CIO with respect to the status of our cybersecurity initiatives to strengthen our cybersecurity risk management. In addition, our CISO updates the Audit Committee, as necessary, regarding any material cybersecurity incidents, as well as any incidents with lesser impact potential. Our Audit Committee discusses the potential impact of cybersecurity risks on our financial condition, results of operations or our reputation. Our Audit Committee periodically reports to the Board regarding its activities, including those related to cybersecurity. The Board also periodically receives briefings from management on our cyber risk management program. Board members receive periodic presentations on cybersecurity topics from our CISO, internal security staff or external experts as part of the Board' s continuing education on topics that impact public companies.** ITEM 2. PROPERTIES Our material properties used by us in connection with our corporate administrative operations, manufacturing, distribution, research and development and service centers as of December 31, ~~2022~~ **2023** , are as follows: LocationApproximate Square FootagePrimary UseOwned / LeasedSan Clemente, California, U. S. 39, 000Corporate Headquarters and R & DOwned San Clemente, California, U. S. ~~28~~ **19** , ~~108Corporate~~ **958Corporate** HeadquartersLeasedSan Diego, California, U. S. 44, 779Corporate Offices and R & DLeasedLake Forest, Illinois, U. S. 137, 498Corporate OfficesLeasedDublin, Ohio, U. S. 13, 021Corporate OfficesLeasedHouten, Netherlands7, 341Corporate OfficesLeasedMontreal, ~~Canada16~~ **Canada31** , ~~414Corporate~~ **890Corporate** Offices / Device ~~service~~ **Service**

~~centerLeasedRydalmere~~ **CenterLeasedRydalmere** , NSW Australia14, 735Corporate Offices / Device ~~service~~ **Service** ~~centerLeasedChennai~~ **CenterLeasedChennai** , India36, 879R & DLeasedPlymouth, Minnesota, U. S. ~~99~~ **182** , ~~977Corporate~~ **250Corporate** OfficesLeasedKent, United ~~Kingdom35~~ **Kingdom24** , ~~759Corporate~~ **172Corporate** OfficesLeasedOntario, Canada25, 020Corporate ~~OfficesLeasedAustin~~ **OfficesLeasedGrasbrunn, Germany38, 155Corporate Offices / Device Service CenterLeasedAustin** , Texas, U. S. 594, 602ManufacturingOwnedEnsenada, Baja California, Mexico265, 021ManufacturingOwnedLa Aurora, Costa Rica626, 869ManufacturingOwnedSalt Lake City, Utah, U. S. 450, 000Manufacturing / Device Service CenterOwnedDublin, Ohio, U. S. 117, 212ManufacturingOwnedGary, Indiana, U. S. 40, 316ManufacturingOwnedSouthington, Connecticut, U. S. 132, 000ManufacturingOwnedTijuana, Mexico (multiple locations) 243, 935ManufacturingLeasedHranice, Czech ~~Republic106~~ **Republic129** , ~~735ManufacturingLeasedLatina~~ **953ManufacturingLeasedLatina** , Italy62, 400ManufacturingLeasedKeene, New Hampshire, U. S. 141, 195Warehouse / ManufacturingOwnedOakdale, Minnesota, U. S. 93, 648Warehouse / Manufacturing / Device Service CenterLeasedRound Rock, Texas, U. S. 71, 960Warehouse / ManufacturingOwnedDallas, Texas, U. S. 610, 806Distribution WarehouseLeasedKing of Prussia, Pennsylvania, U. S. 105, 571Distribution WarehouseOwnedSanta Fe Springs, California, U. S. 76, 794Distribution WarehouseOwnedWijchen, Netherlands149, 565Distribution WarehouseLeasedOlive Branch, Mississippi, U. S. 239, 863Distribution WarehouseLeasedSligo, Ireland26, 000Device service centerLeased In addition to the above, we own and lease additional office and building space, research and development, and sales and support offices primarily in North America, Europe, South America, and Asia. We believe our existing facilities, both owned and leased, are in good condition and suitable for the conduct of our business. ITEM 3. LEGAL PROCEEDINGS ~~Certain legal proceedings in which we are involved are~~ **The information required with respect to this Item 3. is** discussed in Part II, Item 8." Financial Statements and Supplementary Data" of this Annual Report on Form 10- K in Note 15. Commitments and Contingencies to the Consolidated Financial Statements, and is incorporated herein by reference. ITEM 4. MINE SAFETY DISCLOSURES Not applicable. PART II ITEM 5. MARKET FOR REGISTRANT' S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES Market Information for Common Stock Our common stock trades on the Nasdaq Global Select Market under the symbol " ICUI. " Dividends We have never paid dividends and do not anticipate paying dividends in the foreseeable future as the Board of Directors intends to retain future earnings for use in our business to pay down our long- term debt or to purchase our shares. Any future determination as to payment of dividends or purchase of our shares will depend upon our financial condition, results of operations and such other factors as the Board of Directors deems relevant. Stockholders As of January 31, ~~2023~~ **2024** , we had ~~45~~ **44** stockholders of record. This does not include persons whose shares are held in nominee or " street name " accounts through brokers. Securities authorized for issuance under equity compensation plans are discussed in Part III, Item 12 of this Annual Report on Form 10- K. Issuer ~~Repurchase~~ **Purchases** of Equity Securities The following is a summary of our stock repurchasing activity during the fourth quarter of ~~2022~~ **2023** : PeriodSharespurchasedAverageprice paidper shareSharespurchasedas part of apubliclyannouncedprogramApproximatedollar value thatmay yet bepurchasedunder theprogram (1) 10 / 01 / ~~2022~~ **2023** - 10 / 31 / ~~2022~~ **2023** — $ — — $ 100, 000, 000 11 / 01 / ~~2022~~ **2023** - 11 / 30 / ~~2022~~ **2023** — $ — — $ 100, 000, 000 12 / 01 / ~~2022~~ **2023** - 12 / 31 / ~~2022~~ **2023** — $ — — $ 100, 000, 000 Fourth quarter ~~2022~~ **2023** total — $ — — $ 100, 000, 000 _____ (1) Our common stock purchase plan, which authorized the repurchase of up to $ 100. 0 million of our common stock, was authorized by our Board of Directors and publicly announced in August 2019. This plan has no expiration date. We are not obligated to make any purchases under our stock purchase program. Subject to applicable state and federal corporate and securities laws, purchases under a stock purchase program may be made at such times and in such amounts as we deem appropriate, depending on a variety of factors, including our financial position, earnings, share price, capital requirements, other investment opportunities (including mergers and acquisitions and related financings), market conditions and other factors. Purchases made under our stock purchase program can be discontinued at any time we determine additional purchases are not warranted. COMPARISON OF CUMULATIVE TOTAL RETURN FROM DECEMBER 31, ~~2017~~ **2018** TO DECEMBER 31, ~~2022~~ **2023** OF ICU MEDICAL, INC., NASDAQ AND NASDAQ MEDICAL SUPPLIES INDEX The following graph shows the total stockholder return on our common stock based on the market price of the common stock from December 31, ~~2017~~ **2018** to December 31, ~~2022~~ **2023** and the total returns of the NASDAQ U. S. Index and NASDAQ Medical Supplies Index for the same period. 12 ~~/ 31 / 201712~~ / 31 / 201812 / 31 / 201912 / 31 / 202012 / 31 / 202112 / 31 / **202212 / 31 /** ~~2022ICU~~ **2023ICU** Medical, Inc. 100. ~~00106~~ **0081** . ~~3186~~ **4993** . ~~6399~~ **41103** . ~~30109~~ **3668** . ~~8872~~ **5843** . ~~91Nasdaq~~ **44Nasdaq** U. S. Index100. ~~0094~~ **00131** . ~~56124~~ **17159** . ~~03150~~ **07200** . ~~41189~~ **26160** . ~~36152~~ **75203** . ~~00Nasdaq~~ **23Nasdaq** Medical Supplies Index100. ~~00107~~ **00131** . ~~34141~~ **83167** . ~~51179~~ **31200** . ~~59215~~ **81131** . ~~55141~~ **67139** . ~~34~~ **30** Assumes $ 100 invested on December 31, ~~2017~~ **2018** in ICU Medical Inc.' s common stock, the NASDAQ U. S. Index and the NASDAQ Medical Supplies Index and that all dividends, if any, were reinvested. ITEM 6. RESERVED Not applicable. ITEM 7. MANAGEMENT' S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS You should read the following discussion and analysis of our financial condition and results of operations together with our consolidated financial statements and notes thereto included elsewhere in this Annual Report on Form 10- K. This discussion contains forward- looking statements based upon current plans, expectations and beliefs involving risks and uncertainties. Our actual results may differ materially from those anticipated in these forward- looking statements as a result of various factors, including those set forth under Part I, Item 1A. " Risk Factors " or in other sections of this Annual Report on Form 10- K. Business Overview and Highlights We develop, manufacture, and sell **innovative medical products used in** infusion systems, infusion consumables and high- value critical care products used in hospital, alternate site and home care settings. Our team is focused on providing quality, innovation and value to our clinical customers worldwide. Our product portfolio includes **ambulatory, syringe, and large volume IV pumps and safety software; dedicated and non-dedicated IV sets, needlefree IV connectors, peripheral IV catheters, and sterile** IV solutions **;** ~~, IV smart pumps with pain management and safety software technology, dedicated and nondedicated IV sets and needlefree connectors designed to help~~

~~meet clinical, safety and workflow goals. In addition, we manufacture automated pharmacy IV compounding systems with workflow technology,~~ closed system transfer devices ~~for preparing~~ and ~~administering hazardous IV drugs and cardiac~~ **pharmacy compounding systems; as well as a range of respiratory, anesthesia, patient** monitoring ~~systems for critically ill patients~~ **, and temperature management products** . ~~With~~ **As part of** the ~~recent~~ **integration of our** acquisition of Smiths Medical, **we have renamed** our **business units and reorganized** ~~product portfolio expanded to include, among other~~ -- **the** products **thereunder** ~~, syringe~~ and ~~ambulatory pumps~~ , **as** ~~peripheral IV catheters, fluid warming and respiratory devices and silicone and PVC tracheotomy tubes. Acquisition~~ of ~~Smiths Medical 2020 Limited On~~ January ~~6~~ **1** , ~~2022~~ **2023** , **our** ~~we acquired Smiths Medical, the holding company of Smiths Group plc' s global medical device~~ business ~~for a purchase price~~ **unit structure is composed** of **Consumables** ~~$ 1. 9 billion in cash~~ , **Infusion Systems** ~~2. 5 million of fully paid~~ and **Vital** ~~non- assessable shares of our common stock, par value $ 0. 10 per share and a potential contingent earn- out payment of $ 100. 0 million in cash, based on our common stock performance and other considerations. Results of operations of acquired companies are~~ **Care** ~~included in our consolidated financial results from the date of acquisition~~ . **All prior periods herein have been retrospectively conformed to** ~~To partially finance the acquisition, we entered into the Credit Agreement, dated as of January 6, 2022 (the" Credit Agreement") with Wells Fargo Bank and other~~ -- **the current presentation** ~~financial institutions as lenders~~ . **Supply Constraints** ~~The Credit Agreement provides for $ 2. 2 billion of senior secured credit facilities~~ , ~~including a five- year term loan A facility of $ 850. 0 million, a seven- year term loan B facility of $ 850. 0 million and a five- year revolving credit facility of $ 500. 0 million collectively (the" Senior Secured Credit Facilities"). See" Liquidity and Capital Resources" in the remainder of this item and Note 11 in our accompanying consolidated financial statements for additional information. COVID- 19 Pandemic and other~~ Global Geopolitical Events ~~Our~~ **We have experienced significant impacts to our** business ~~operations have been~~ **as a result of global economic challenges** , **resulting from** ~~and we expect will continue to be~~ , **among** ~~impacted by the~~ **other events, the** ~~novel coronavirus and its variants (~~ " COVID- 19 **pandemic** ~~"), which has caused lower hospital admissions~~ and ~~medical procedure volumes and by~~ the continuing conflict between Russia and Ukraine. These ~~events have resulted in global economic challenges, and~~ impacts ~~to us and our business~~ , ~~such as rising inflation, especially with respect to freight costs driven by the higher fuel prices, increased cost of raw materials as well as shortages, and supply chain disruptions~~ which ~~have~~ negatively impacted our gross profit margin during 2022 **and 2023, include rising inflation, especially with respect to freight costs driven by higher fuel prices, increased cost and shortages of raw materials, and supply chain disruptions. We expect the pressure on the supply chain to continue and freight costs to remain subject to volatility in the market for the foreseeable future** . The rising interest rates and foreign currency impact due to the strengthening of the U. S. dollar **and Mexican peso and the devaluation of the Argentine Peso** have also impacted our results of operations during 2022 **and 2023. These challenges arising from global economic conditions could worsen as a result of the current armed conflict in the Middle East, which is highly uncertain at this time** . While we continually monitor the ongoing and evolving impact of the above events on our operations the overall impact remains uncertain and may not be fully reflected **in our results of operations** until future periods. The overall impact to our results of operations will depend on **a number of** factors **, many of which are out of our control,** such as the duration and extent of the **current** ~~impact from the COVID- 19 pandemic, the conflict in the Ukraine and the related~~ global economic challenges **, including any impact from conflicts in Eastern Europe and the Middle East more generally, and the resurgence of the pandemic or the emergence of a new public health crisis** , none of which can be fully predicted at this time. See ~~“~~ **"** Part I. Item 1A. Risk Factors **: Heightened inflation, higher interest rates and foreign currency rate fluctuations as a result of global macroeconomic and geopolitical conditions have had and could in the future have a material adverse effect on our operations** ” for a discussion of risks and uncertainties. Consolidated Results of Operations We present our consolidated statements of operations for each of the three years ended December 31, **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ in Item 8. Financial Statements and Supplementary Data. The following table shows, for each of the three most recent years, the respective percentages of items in our statements of operations in relation to total revenues: Percentage of Revenues ~~202220212020Total~~ ---- **202320222021Total** revenues100 % 100 % 100 % Gross ~~profit31~~ **profit33 % 31** % 37 % ~~36 %~~ Selling, general and administrative expenses27 % **27 %** 23 ~~% 22~~ % Research and development expenses4 % 4 % ~~3~~ **4** % Restructuring, strategic transaction and integration ~~expenses3~~ **expenses2 % 3** % 1 % ~~2 %~~ Change in fair value of contingent earn- out (1) % **(1) %** — ~~% 1~~ % Contract settlement — % — % — % Total operating ~~expenses33~~ **expenses32** % ~~28~~ **33** % 28 % Income from ~~operations~~ **operations1 %** (2) % 9 % ~~8 %~~ Interest expense (**4) % (** 3) ~~%~~ —% — % Other income, net — % — % — % (Loss) income before income taxes (**3) % (** 5) % 9 ~~% 8~~ % (Benefit) provision for income taxes (2) % ~~1~~ **(2)** % 1 % Net (loss) income (**1) % (** 3) % 8 ~~% 7~~ % Total revenues were $ 2. 3 billion, $ ~~1~~ **2** . 3 billion and $ 1. 3 billion for **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ , respectively. The following table sets forth, for the periods indicated, total revenue by product line as a percentage of total revenue: Year Ended December 31, Product ~~line202220212020Infusion Consumables25~~ **line202320222021Consumables43 % 43** % 42 % ~~37 %~~ Infusion ~~Systems15~~ **Systems28** % 27 % ~~28~~ **27** % ~~IV Solutions16~~ **Vital Care29** % ~~27~~ **30** % 31 % ~~Critical Care2 % 4 % 4 % Infusion Systems- Smiths Medical15 % — — — Vascular Access- Smiths Medical14 % — — — Vital Care- Smiths Medical13 % — — —~~100 % 100 % 100 % We manage our product distribution through a network of owned and leased distribution facilities in combination with independent distributors and third- party fulfillment and logistics providers. Our end customers, which include healthcare providers and original equipment manufacturer suppliers, may order and receive our products directly from us or through an independent full- line distributor. In the U. S. a substantial amount of our products are sold to group purchasing organization (" GPO") member hospitals. We believe that as healthcare providers continue to either consolidate or join major buying organizations, the success of our products will depend, in part, on our ability, either independently or through strategic relationships to secure long- term contracts with large healthcare providers and major buying organizations. There are no significant seasonal aspects to our business. We can experience fluctuations in net sales as a result of variations in the ordering patterns of our largest customers, which may be driven more by ~~COVID- 19 pandemic surges and its impact on hospital admissions and procedure volumes along with~~

production scheduling and customer inventory levels, and less by seasonality. Our expenses often do not fluctuate in the same manner as net sales, which may cause fluctuations in operating income that are disproportionate to fluctuations in our revenue. Non- GAAP **Financial** Measures In addition to comparing changes in revenue on a U. S. GAAP basis, we also compare the changes in revenue from one period to another using constant currency. The presentation of revenues on a constant currency basis is a non- GAAP financial measure that excludes the impact of fluctuations in foreign currency exchange rates that occurred between the comparative periods. We provide constant currency information to enhance the visibility of underlying business trends, excluding the effects of changes in foreign currency translation rates. We believe this information is useful to investors to facilitate comparisons and better identify trends in our business. Our constant currency revenues reflect current year local currency revenues at prior year' s average exchange rates. We consistently apply this approach to revenues for all currencies where the functional currency is not the U. S. dollar. These results should be considered in addition to, not as a substitute for, results reported in accordance with GAAP. Revenues on a constant currency basis, as we present them, may not be comparable to similarly titled measures used by other companies and are not measures of performance presented in accordance with GAAP. The following table summarizes our total ~~Infusion~~ Consumables revenue (in millions, except percentages): Year Ended December 31, $ change % change $ change % change ~~2022202120202022~~ **2023202220212023** over ~~20212021~~ **20222022** over ~~2020Infusion~~ **2021Consumables revenue (GAAP) $ 969. 1 $ 975. 0 $ 555. 2 $ (5. 9) (0. 6) % $ 419. 8 75. 6 % Impact of foreign exchange rate changes4. 0** Consumables **revenue on a constant currency basis (non- GAAP)** $ ~~566~~ **973** . ~~6~~ **1** $ ~~555~~ **Change in constant currency $ (1. 9) % Change in constant currency (0** . 2 **)** ~~$ 473. 7 $ 11. 4 2. 1~~ % ~~$ 81~~ **Consumables revenue decreased in 2023, as compared to 2022, primarily due to a decrease in our vascular access revenues as a result of lost customers and backorder recovery in the prior year** . ~~5 17. 2 %~~ **The revenue decrease was partially offset by an increase in** Infusion **Therapy and Oncology revenues.** Consumables revenue increased in 2022, as compared to 2021 ~~,~~**. The increase in revenue was primarily** due to **$ 408. 4 million in acquired revenue from our January 2022 acquisition of Smiths Medical. In 2022, our legacy operations revenue** increased **primarily due to** customer demand in our global core ~~infusion~~ **Infusion** , ~~global~~ **Global** ~~oncology~~ **Oncology** and ~~renal~~ **Renal** products ~~. On a constant currency basis, Infusion Consumables revenue would have been $ 582. 1 million, an increase of $ 26. 9 million or 4. 9 % as compared to 2021. Infusion Consumables revenue increased in 2021, as compared to 2020. The increase was due to lower hospital census in 2020 driven by the onset of the COVID- 19 pandemic, growth in our global oncology, U. S. core infusion and renal products and the impact from foreign exchange. On a constant currency basis, Infusion Consumables revenue would have been $ 546. 3 million, an increase of $ 72. 6 million or 15. 3 %, as compared to 2020~~ . The following table summarizes our total Infusion Systems revenue (in millions, except percentages): Year Ended December 31, $ change % change $ change % change ~~2022202120202022~~ **2023202220212023** over ~~20212021~~ **20222022** over ~~2020Infusion~~ **2021Infusion** Systems **(GAAP)** $ ~~351~~ **629** . **0 $ 617. 4 $ 352. 3 $ 11. 6** 1 ~~$ 352~~ . ~~3~~ **9 %** $ ~~359~~ **265** . ~~7 $ (~~1 **75** . 2 ~~) (0. 3)~~ % ~~$ (7~~ **Impact of foreign exchange rate changes10** . ~~4)~~ **5 Infusion Systems on a constant currency basis** (~~2~~ **non- GAAP) $ 639. 5 $ Change in constant currency $ 22** . 1 ~~)~~ **% Change in constant currency3. 6** % Infusion Systems revenue ~~decreased~~ **increased** in ~~2022~~ **2023** , as compared to ~~2021~~ **2022** , **primarily** due to ~~the impact~~ **higher sales** of ~~foreign currency~~ **our syringe pumps and large volume pump (" LVP") dedicated sets** . ~~On a constant currency basis,~~ Infusion Systems revenue ~~would have been $ 363. 7 million, an increase~~ **increased** ~~of~~ **in 2022, as compared to 2021, primarily due to** $ ~~11~~ **266** . 4 million **in acquired revenue from** ~~or~~ **our** ~~3~~ **January 2022 acquisition of Smiths Medical** . ~~2 %,~~ **Offsetting the acquired revenue increase was a slight decrease in our legacy operations revenue due to the impact of foreign currency which offset increased sales of our LVP dedicated sets and software** as **a result of growth in our** ~~compared to 2021 driven by higher large volume pump (" LVP") dedicated set sales from the larger install~~ **installed** base of LVPs ~~and software sales. Infusion Systems revenue decreased in 2021, as compared to 2020. The decrease was primarily due to large volume pump sales driven by higher COVID- 19- related purchases during the second and third quarters of 2020 and a decline in sales of our non- large volume pump business, which has been partially offset by higher dedicated set sales in 2021 as a result of higher hospital census and larger install base of large volume pump from new customer installations. On a constant currency basis, Infusion Systems revenue in 2021 would have been $ 351. 4 million, a decrease of $ 8. 3 million or 2. 3 %, as compared to 2020~~ . The following table summarizes our total ~~IV Solutions~~ **Vital Care** revenue (in millions, except percentages): Year Ended December 31, $ change % change $ change % change ~~2022202120202022~~ **2023202220212023** over ~~20212021~~ **20222022** over ~~2020IV Solutions~~ **2021Vital Care (GAAP)** $ ~~363~~ **661. 0 $ 687. 6 $ 408. 8 $ (26. 6) (3. 9) % $ 278. 8 68. 2 % Impact of foreign exchange rate changes4** . 5 **Vital Care on a constant currency basis (non- GAAP)** $ ~~359~~ **665** . 5 $ ~~389. 0~~ **Change in constant currency** $ ~~4~~ **(22** . ~~0~~ 1 **)** ~~. 1~~ % ~~$~~ **Change in constant currency** (~~29~~ **3** . **2** ~~5) (7. 6~~) % **Vital Care revenue decreased in 2023, as compared to 2022, primarily due to lower sales volume of** IV Solutions **which was impacted by supply disruptions related to finished good products purchased from third party manufacturers and lower** sales **volume for products acquired from Smiths Group due to backorder recovery in the prior year. Vital Care revenue** increased in 2022, as compared to 2021, primarily due to **$ 276. 8 million of acquired revenue from our January 2022 acquisition of Smiths Medical. In 2022, our legacy operations revenue increased primarily due to** an increase in **IV Solutions** contract manufacturing sales to Pfizer ~~. IV Solutions sales decreased in 2021, as compared to 2020, primarily due to lower contract manufacturing sales to Pfizer and lower production volumes due to supply constraints in the market. The following table summarizes our total Critical Care revenue (in millions, except percentages): Year Ended December 31, $ change % change $ change % change 2022202120202022 over 20212021 over 2020Critical Care $ 47. 3 $ 49. 3 $ 48. 6 $ (2. 0) (4. 1) % $ 0. 7 1. 4 % Critical Care revenue decreased slightly in 2022, as compared to 2021. Critical Care revenue increased for 2021, as compared to 2020 due primarily to higher U. S. hospital census as a result of the COVID- 19 pandemic. The following table summarizes our total Infusion Systems- Smiths Medical revenue (in millions, except percentages): Year Ended December 31, $ change % change $ change % change 2022202120202022 over 20212021 over 2020Infusion Systems- Smiths Medical $ 340. 1 $ — $ — $ 340. 1 nmnmnm The Infusion Systems- Smiths Medical revenue is a result of the acquisition of Smiths~~

~~Medical. The year- to- date amount in the table above represents approximately twelve months of revenue from the closing date of the transaction to the end of the year ended December 31, 2022. Revenues in the current period is lower than historical results due to lower demand and operational challenges caused by supply chain and fulfillment constraints. The following table summarizes our total Vascular Access- Smiths Medical revenue (in millions, except percentages): Year Ended December 31, $ change % change $ change % change 2022202120202022 over 20212021 over 2020Vascular Access- Smiths Medical $ 326. 8 $ — $ — $ 326. 8 nmnmnm The Vascular Access- Smiths Medical revenue is a result of the acquisition of Smiths Medical. The year- to- date amount in the table above represents approximately twelve months of revenue from the closing date of the transaction to the end of the year ended December 31, 2022. Revenues in the current period is lower than historical results due to lower demand and operational challenges caused by supply chain and fulfillment constraints. The following table summarizes our total Vital Care- Smiths Medical revenue (in millions, except percentages): Year Ended December 31, $ change % change $ change % change 2022202120202022 over 20212021 over 2020Vital Care- Smiths Medical $ 284. 6 $ — $ — $ 284. 6 nmnmnm The Vital Care- Smiths Medical revenue is a result of the acquisition of Smiths Medical. The year- to- date amount in the table above represents approximately twelve months of revenue from the closing date of the transaction to the end of the current year ended December 31, 2022. Revenues in the current period is lower than historical results due to lower demand and operational challenges caused by supply chain and fulfillment constraints~~. Gross Margins Gross margins were **32. 8 %,** 30. 6 % ~~,~~ **and** 37 ~~. 3 % and 36~~ . 3 % for **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ , respectively. The ~~decrease~~ **increase** in gross margin in ~~2022~~ **2023** , as compared to ~~2021~~ **2022 ,** was primarily driven by **lower freight costs, lower spend on quality remediation and the cost recognition of a purchase accounting write- up of inventory in 2022, offset by continued inflationary impacts on costs and stronger Mexican peso. The decrease in gross margin in 2022, as compared to 2021, was primarily driven by** the acquisition of Smiths Medical, inflationary cost increases in our supply chain, and lower manufacturing absorption due to supply chain disruptions. Smiths Medical gross margins ~~are~~ **were** lower than historical ICU margins ~~for the current year~~ primarily due to spending on quality systems and product- related remediation, the cost recognition of the purchase accounting write- up of inventory and ~~freight costs~~ **lower manufacturing volumes** . The inflationary cost increases during 2022 caused by COVID- 19 and the war in the Ukraine notably impacted our freight rates **,** as well as, labor and materials costs ~~. Partially offsetting the decrease to gross margin in the current period was the impact from increased sales of higher margin consumables products. The increase in gross margin in 2021, as compared to 2020 was primarily due to product mix and increased plant volumes, partially offset by increased costs for raw materials, direct labor and freight~~ . Selling, General and Administrative (" SG & A") Expenses The following table summarizes our SG & A expenses (in millions, except percentages): Year Ended December 31, $ change % change $ change % change ~~2022202120202022~~ **2023202220212023** over ~~20212021~~ **20222022** over ~~2020SG~~ **2021SG** & A $ **606. 7 $** 608. 3 $ 302. 6 $ ~~284~~ **(1** . **6) (** 0 **. 3) %** $ 305. 7 101. 0 % **Consolidated SG & A expenses decreased slightly in 2023, as compared to 2022, primarily due to decreases of** $ ~~18~~ **7. 5 million in depreciation and amortization, $ 4. 8 million in dealer fees, $ 3. 9 million of office expenses, and $ 2** . 6 ~~6~~ **million of IT expenses** . **The overall decreases were mostly offset by increases of $ 7. 8 million in compensation costs, $** 5 ~~%~~ **. 2 million in commissions, $ 3. 5 million in stock based compensation, and $ 1. 3 million in sales and marketing expenses. Depreciation and amortization decreased in 2023 as the trademark intangible recognized as part of the January 2022 Smiths Medical acquisition had a useful life of six months and was fully amortized in the prior year. Dealer fees decreased due to a decrease in revenues to distributors. Office and IT expenses decreased based on current operating needs. Compensation costs increased primarily due to an increase in cash incentive compensation and employee benefits. Commissions increased primarily due to sales performance in the current period measured against preset sales targets as compared to sales performance achieved against targets in the comparable prior year period. Stock based compensation increased due to an increase in the fair value of amounts awarded in the current year over the fair value of the awards in the prior year. Sales and marketing expenses increased due to an increase in trade show, conference, and related expenses.** Consolidated SG & A expenses increased in 2022, as compared to 2021. In 2022, SG & A increased $ 296. 6 million due to the impact of the Smiths Medical acquisition, which included $ 103. 8 million of salaries and benefits, $ 116. 8 million of depreciation and amortization expense and $ 19. 7 million of IT and business support services. The remainder of the increase in SG & A was attributable mostly due to higher selling expense due to revenue growth and the impact of inflation. ~~Consolidated SG & A expenses increased in 2021, as compared to 2020. Compensation expense increased $ 7. 9 million, dealer fees increased $ 5. 7 million, stock compensation increased $ 2. 9 million, legal expenses increased $ 2. 3 million and computer expenses increased $ 1. 5 million. Offsetting these increases was a $ 2. 3 million decrease in bad debt expense and $ 1. 6 million decrease in commissions. Compensation expense increased primarily due to increased headcount and annual compensation merit increases. Dealer fees increased due to an increase in revenue from U. S. distributors in the current year. Stock compensation increased due to a change during the current year in the number of performance shares expected to vest. Legal fees increased due to additional services performed in the current year related to various legal matters. Computer expenses increased due to increased maintenance costs as well as increased hardware, software and software subscriptions based on operational needs. Bad debt expense is adjusted quarterly, if deemed necessary, based on an assessment of our accounts receivables and our expectations regarding the collectability of those accounts. Commissions decreased due to the commission plan structure in the prior year, which included certain guaranteed payments.~~ Research and Development (" R & D") Expenses The following table summarizes our total R & D expenses (in millions, except percentages): Year Ended December 31, $ change % change $ change % change ~~2022202120202022~~ **2023202220212023** over ~~20212021~~ **20222022** over ~~2020R~~ **2021R** & D $ **85. 3 $** 93. 0 $ 47. 5 $ ~~42~~ **(7** . ~~9~~ **7) (8. 3) %** $ 45. 5 95. 8 ~~% $ 4. 6 10. 7~~ % R & D expenses ~~increased~~ **decreased** in ~~2022~~ **2023** , as compared to ~~2021~~ **2022** , due to ~~the acquisition~~ **organizational synergies and project reprioritization as a result as a result** of **the** Smiths Medical **acquisition** . R & D expenses are primarily related to headcount and employment expenses in support of ongoing R & D projects ~~R & D expenses increased in 2021, as compared to 2020. Fluctuations in our R & D expenses are related to~~

~~headcount and employment expenses due to the timing and nature of various R & D projects .~~ R & D expenses generally include compensation and benefit expenses, consulting fees, production supplies, samples, travel costs, utilities and other miscellaneous administrative costs incurred ~~on~~ **in** our ongoing R & D projects. **R & D expenses increased in 2022, as compared to 2021, due to the acquisition of Smiths Medical.** Restructuring, Strategic Transaction and Integration Expenses Restructuring, strategic transaction and integration expenses were $ **41. 3 million, $** 71. 4 million ~~,~~ **and** $ 18. 0 million ~~and $ 28. 4 million~~ in **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ , respectively. Restructuring Charges **In 2023, we incurred restructuring charges net of reversed accruals of $ 5. 7 million primarily related to severance costs. We reversed approximately $ 1. 0 million in accrued restructuring balances related to severance and facility closure costs that will not be utilized.** In 2022, we incurred restructuring charges of $ 9. 7 million primarily related to severance costs. In 2021, we adjusted certain facility restructuring liabilities by $ 2. 0 million to reflect actual amounts owed resulting in annual net restructuring credits of $ (1. 8) million. In ~~2020~~ **2023** , **we incurred** ~~restructuring charges were~~ $ ~~7~~ **35** . ~~9~~ **6** million ~~. These charges were~~ **in strategic transaction and integration expenses** primarily related to ~~severance~~ **consulting expenses** and **employee** costs ~~related~~ **incurred** to ~~office and other facility closures~~ **integrate our Smiths Medical business acquired in 2022** . In 2022, we incurred $ 61. 7 million in strategic transaction and integration expenses primarily related to our acquisition of Smiths Medical, which included legal expenses, bank fees and employee costs, and a United Kingdom stamp tax. In 2021, we incurred $ 19. 8 million in strategic transaction and integration expenses primarily related to integration costs associated with acquisitions, the Hospira Infusion Systems (" HIS") earn- out dispute with Pfizer, one- time costs incurred to comply with regulatory initiatives and transaction expenses incurred in connection with entering into the definitive agreement to acquire Smiths Medical. In ~~2020~~ **2023** ~~, we incurred $ 20. 5 million in strategic transaction and integration expenses primarily related to the integration of HIS, which included the migration of IT systems at our Austin facility. In 2022~~ , the fair value revaluation of our contingent earn- outs resulted in a decrease in value of $ ~~32~~ **16** . ~~1~~ **2** million. This decrease was primarily related to the fair value revaluation of our Smiths Medical contingent earn- out liability. **The change** ~~At the end of the second quarter of 2021, the measurement period related to the Pursuit earn- out liability ended and~~ in ~~October 2021~~ **fair value of** the **Smiths Medical contingent** ~~$ 26. 3 million~~ earn- out was **driven by a decrease** ~~finalized and paid to Pursuit' s former shareholders. There were no changes~~ in ~~the fair value of~~ our **stock price** ~~earn- outs during 2021~~ . In ~~2020~~ **2022** , the fair value revaluation of our ~~Pursuit~~ contingent earn- **outs resulted in a decrease in value of $ 32. 1 million. This decrease was primarily related to the fair value revaluation of our Smiths Medical contingent earn-** out liability ~~resulted in an increase in value of $ 9. 0 million~~ . Contract Settlement In **2023 and** 2022, we did not incur any contract settlement charges. In 2021, we recorded $ 0. 1 million in contract settlement expense. ~~In 2020~~ **Interest (expense) income** , ~~we recorded~~ **net The following table presents interest expense, net (in thousands): Year ended December 31, 202320222021Interest expense $ (102, 727) $ (70, 805) $ (858) Interest income $ 7, 508 $ 4, 430 $ 2, 840 Interest (expense) income, net $ (95, 219) $ (66, 375)** $ 1 ~~. 0 million in contract settlement income related to the resolution of a dispute with one of our suppliers. Interest (expense) income~~ , **982** ~~net Interest (expense) income, net was $ (66. 4) million, $ 1. 9 million and $ 1. 9 million in 2022, 2021 and 2020, respectively. Interest expense was $ 70. 8 million, $ 0. 9 million and $ 1. 8 million in 2022, 2021 and 2020, respectively.~~ In January 2022 **, to partially fund our acquisition of Smiths Medical** , we entered into senior secured credit facilities that refinanced our Prior Credit Facility in full, see" Liquidity and Capital Resources" in the remainder of this item for additional information and the estimated impact to future interest expense. In **2023 and** 2022, interest expense primarily includes the contractual interest incurred on borrowings under the Credit Agreement, the per annum commitment fee charged on the available amount of the revolving credit facility contained in the Credit Agreement ~~and~~ **,** the amortization of debt issuance costs incurred in connection with entering into the Credit Agreement (see Note 11 **:** Long- Term ~~Debt~~ **Obligations** in our accompanying consolidated financial statements ~~for additional information~~) **offset by the impact of the interest rate swaps (see Note 7: Derivatives and Hedging in our accompanying consolidated financial statements). The interest expense increased in 2023, as compared to 2022, primarily due to increases in the applicable SOFR reference rate** . In 2021, interest ~~expense~~ **income, net** primarily includes the per annum commitment fee charged on the unused portion of the revolver under our then five- year revolving credit facility and the amortization of financing costs that were incurred in 2017 in connection with entering into the then existing credit facility. ~~The per annum commitment fee was based on the consolidated total leverage ratio in effect and ranged between 0. 15 % to 0. 30 % on the unused portion of the credit facility (see Note 11: Long- Term Obligations in our accompanying consolidated financial statements for additional information). In 2020, interest expense was primarily related to borrowings under our then existing credit facility and the amortization of financing costs. Borrowing under the credit facility bore interest, at our option, based on the Base Rate (as defined in Note 11 in our accompanying consolidated financial statements) plus applicable margin or the London Interbank Offered Rate plus applicable margin (see Note 11: Long- Term Obligations in our accompanying consolidated financial statements for additional information).~~ Interest income **in all years** was **related to** ~~$ 4. 4 million, $ 2. 8 million and $ 3. 7 million in 2022, 2021 and 2020, respectively. Interest~~ **interest received on our interest- bearing securities. Other (expense)** income ~~is primarily related to interest earned on our investment securities. Other (expense) income~~ , net **The following table presents** ~~Other (expense) income, net was $ (5. 1) million, $ (2. 0) million and $ (2. 6) million in 2022, 2021 and 2020, respectively. In 2022,~~ other expense, net ~~was related to~~ **(in thousands): Year ended December 31, 202320222021Foreign exchange losses, net** $ **(** 5 ~~. 8 million~~ **, 918) $ (5, 780) $ (1, 017) Loss on disposition** of **assets $ (153) $ (2, 554) $ (1, 651) Other miscellaneous (expense) income, net $ 166 $ 3, 198 $ 627 Other expense, net $ (5, 905) $ (5, 136) $ (2, 041) The** foreign exchange losses **in 2023 were primarily related to the devaluation of the Argentine peso during the fourth quarter of 2023. In 2023, other miscellaneous income, net primarily includes $ 3. 7 million in fees related to our accounts receivable purchase program (see Note 17: Accounts Receivable Purchase Program) mostly offset by a business interruption gain recognized upon receipt of insurance proceeds. We received total insurance recoveries for property damage** and **business interruption of $ 3. 1 million,** $ 2. 6 million of **which was related to insurance proceeds for business**

interruption included within other ~~loss from disposed assets partially offset by $ 3. 2 million of~~ miscellaneous income **, net** . In ~~2021~~ **2022** , other ~~expense~~ **miscellaneous income** , net ~~was~~ primarily related to **the sale** ~~$ 1. 7 million~~ of **certain** ~~loss from disposed assets and $ 1. 0 million of foreign exchange losses partially offset by miscellaneous income of $ 0. 6 million. In 2020,~~ other ~~expense, net was primarily related to $ 7. 2 million of foreign exchange losses incurred as a result of the strengthening of the U. S. dollar during the first half of the year, partially offset by $ 2. 8 million of miscellaneous income and $ 1. 8 million of gain on disposition of~~ assets. Income taxes Income taxes were accrued at an estimated annual effective tax rate of **62 %,** 35 % ~~,~~ **and** 16 % ~~and 11 %~~ in **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ , respectively. The effective tax rate in ~~2022~~ **2023** differs from the federal statutory rate of 21 % principally because of the effect of the mix of U. S. and foreign ~~incomes~~ **income** , state income taxes, section 162 (m) excess compensation, foreign- derived intangible income (~~"~~ **“** FDII ~~"~~ **”**), ~~global intangible low- taxed income (" GILTI")~~ and tax credits. The effective tax rate ~~during~~ **in** ~~2022~~ **2023** included a tax benefit of $ ~~4~~ **9** . ~~2~~ **6 million primarily related to unrecognized tax benefits released as a result of the expiration of the statute of limitations. The effective tax rate for 2023 also included a tax benefit of $ 0. 8** million related to the excess tax benefits recognized on stock option exercises and the vesting of restricted stock units during the period. **Additionally, the effective tax rate for 2023 included a tax benefit of $ 6. 5 million related to U. S. federal return- to- provision adjustments net of related tax reserves. The adjustments related primarily to changes in estimates for the research and development credit and foreign tax credits. Additionally, the effective tax rate 2023 included the nil tax impact of the revaluation of contingent consideration of $ 16. 2 million. In December 2022, the European Union agreed to implement Pillar Two, the OECD' s global minimum tax rate of 15 % for multinationals that meet a global revenue threshold. A number of countries have enacted or have announced plans to enact legislation to adopt Pillar Two. The Pillar Two legislation is effective for our fiscal year beginning January 1, 2024 and for fiscal year 2024 we do not anticipate that it will have a material impact to our tax provision or effective tax rate. However, the Pillar Two rules continue to evolve and their application may alter our tax obligations in certain countries in which we operate for fiscal periods beyond 2024 as we continue to assess the impact of tax legislation in these jurisdictions. The effective tax rate in 2022 differs from the federal statutory rate of 21 % principally because of the effect of the mix of U. S. and foreign incomes, state income taxes, section 162 (m) excess compensation, FDII, global intangible low- taxed income (" GILTI") and tax credits. The effective tax rate during 2022 included a tax benefit of $ 4. 2 million related to the excess tax benefits recognized on stock option exercises and the vesting of restricted stock units during the period.** The effective tax rate during 2022 also included a $ 0. 0 million tax impact of the revaluation of contingent consideration of $ 6. 8 million. The effective tax rate in 2021 differs from the federal statutory rate of 21 % principally because of the effect of the mix of U. S. and foreign incomes, state income taxes, ~~global intangible low- taxed income (“~~ GILTI ~~”)~~ , FDII and tax credits. The effective tax rate in 2021 included a tax benefit of $ 4. 9 million related to the excess tax benefits recognized on stock option exercises and the vesting of restricted stock units during the period. The effective tax rate for 2021 also included U. S. federal and state return- to- provision adjustments net of related reserve changes for the year ended December 31, 2020 of $ 0. 9 million tax provision primarily due to changes in estimates for GILTI, FDII, subpart F, and related foreign tax credits along with other prior period adjustments. ~~The effective tax rate in 2020 differs from the federal statutory rate of 21 % principally because of the effect of the mix of U. S. and foreign incomes, state income taxes, GILTI, FDII and tax credits. The effective tax rate in 2020 included a tax benefit of $ 5. 3 million related to the excess tax benefits recognized on stock option exercises and the vesting of restricted stock units during the period. The effective tax rate for 2020 also included U. S. federal and state return- to- provision adjustments net of related reserve changes for the year ended December 31, 2019 of $ 3. 8 million tax benefit primarily due to changes in estimates for GILTI, FDII, and related foreign tax credits.~~ We regularly evaluate our liquidity and capital resources, including our access to external capital, to ~~ensure we can adequately~~ **assess our ability to** meet our principal cash requirements, which include working capital requirements, planned capital investments in our business, commitments, acquisition restructuring and integration expenses, investments in quality systems and quality compliance objectives, payment of interest expense, repayment of outstanding borrowings, income tax obligations and acquisition opportunities in accordance with our growth strategy. Sources of Liquidity Our primary sources of liquidity are cash and cash equivalents, our short- term investment portfolio, cash flows from our operations and access to borrowing arrangements. Funds generated from operations are held in cash and cash equivalents and investment securities. During ~~2022~~ **2023** , our cash and cash equivalents and short- term investment securities ~~decreased~~ **increased** by $ ~~354~~ **41** . ~~2~~ **7** million from ~~$ 567. 2 million at December 31, 2021 to~~ $ 213. 0 million at December 31, 2022 **to $ 254. 7 million at December 31, 2023. This increase was primarily due to cash generated from operations** . Our short- term investment portfolio **currently** consists of investment- grade corporate ~~and government~~ bonds ~~and U. S treasury securities~~ and is primarily intended to facilitate capital preservation. 2022 Credit Facilities and Access to Capital ~~We~~ **As discussed in Note 11: Long- Term Obligations to our accompanying consolidated financial statements, we** entered into the Credit Agreement with various lenders on January 6, 2022 in connection with the closing of the Smiths Medical acquisition. The Credit Agreement provides for a five- year term loan A facility of $ 850. 0 million (the" Term Loan A"), a seven- year term loan B facility of $ 850. 0 million (the" Term Loan B") and a five- year revolving credit facility of $ 500. 0 million (the" Revolving Credit Facility") (collectively, the" Senior Secured Credit Facilities"). The proceeds from the term loans were used to finance a portion of the cash consideration for the Smiths Medical acquisition. The outstanding aggregate principal amount of the term loans is $ 1. ~~7~~ **6** billion as of December 31, ~~2022~~ **2023** , which includes the Term Loan A that will mature in January 2027 and the Term Loan B that will mature in January 2029. The proceeds of future borrowings under the Revolving Credit Facility, which expires in January 2027, may be used as a source of liquidity to support our ongoing working capital requirements and other general corporate purposes. There are no outstanding borrowings under the Revolving Credit Facility as of December 31, ~~2022~~ **2023** . As part of entering into the Senior Secured Credit Facilities, we were assigned issuer and Term Loan B credit ratings. At the date of issuance of this report, our issuer and Term Loan B credit ratings assigned and outlook were as follows: Issuer / Term

Loan BCredit RatingsOutlookMoody' sBa3 / Ba3StableFitchBB / ~~BBB-~~ **BB** ~~Negative~~Standard ~~Stable~~ **StableStandard** & Poor' sBB- / BB- ~~Stable~~ **Negative** The Credit Agreement contains financial covenants that pertain to the Term Loan A and the Revolving Credit Facility. Specifically, we are required to maintain a Senior Secured Leverage Ratio of no more than 4. 50 to 1. 00 until June 30, 2024, with step- downs to 4. 00 to 1. 00 thereafter, and an Interest Coverage Ratio of no less than 3. 00 to 1. 00 (defined and discussed in greater detail in Note 11: Long- Term ~~Debt~~ **Obligations** to our accompanying consolidated financial statements). We were in compliance with these financial covenants as of December 31, ~~2022~~ **2023** . ~~2017 Credit Facility~~ In ~~November 2017~~ **January 2023** , we entered into a **receivables purchase agreement** ~~five- year revolving credit facility~~ with **Bank of** ~~various lenders for $ 150. 0 million (~~the **West** ~~" Prior Credit Facility"). The Prior Credit Facility~~ , which was ~~set to expire~~ **subsequently acquired by BMO** in ~~November~~ **February** ~~2022~~ **2023** ~~, was terminated upon entering into the new Senior Secured Credit Facilities~~ . **This agreement provides for an additional source** ~~There were no outstanding borrowings under the Prior Credit Facility at the time~~ of ~~its termination~~ **capital (see Note 17: Accounts Receivable Purchase Program)** . We believe that our existing cash and cash equivalents along with cash flows expected to be generated from future operations, cash received from our uncommitted trade accounts receivable purchase facility ~~(see Note 17: Subsequent Events in our accompanying consolidated financial statements for additional information)~~ and the funds received and accessible under the Senior Secured Credit Facilities will provide us with sufficient liquidity to finance our cash requirements for the next twelve months. In the event that we experience downturns, cyclical fluctuations in our business that are more severe or longer than anticipated, fail to achieve anticipated revenue and expense levels, or have significant unplanned cash expenditures, we may need to obtain or seek alternative sources of capital or financing, and we can provide no assurances that the terms of such capital or financing will be available to us on favorable terms, if at all. Our ability to generate cash flows from operations, issue debt or enter into other financing arrangements on acceptable terms could be adversely affected if there is a material decline in the demand for our products or in the solvency of our customers or suppliers, deterioration in our key financial ratios or credit ratings or other significantly unfavorable changes in economic conditions. See Part I. Item 1A. Risk Factors ” for discussion of the risks and uncertainties associated with our debt financing. Uses of Liquidity Capital Expenditures Our capital expenditures relate to the expansion and maintenance of our business. While we can provide no assurances, we estimate that our capital expenditures in ~~2023~~ **2024** will be in the range of $ ~~100~~ **90** million to $ ~~120~~ **110** million. We anticipate making additional investments in machinery and equipment in our manufacturing operations in Costa Rica, Europe, Mexico and the U. S. to support new and existing products and in infusion pumps that get placed with customers outside the U. S. We expect to use our cash and cash equivalents to fund our capital expenditures. Amounts of spending are estimates and actual spending may substantially differ from those amounts. 2022 Acquisitions On January 6, 2022, we acquired Smiths Medical. We financed the $ 1. 9 billion cash portion of the purchase price at closing with a combination of proceeds from the Senior Secured Credit Facilities and our cash and cash equivalents. See Note 2: Acquisitions and Note 11: Long- Term ~~Debt~~ **Obligations** in our accompanying consolidated financial statements for additional information. Contractual Obligations Our principal commitments at December 31, ~~2022~~ **2023** include both short and long- term future obligations. Operating Leases We have non- cancelable operating lease agreements where we are contractually obligated for certain lease payment amounts. For more information regarding our operating lease obligations, (see Note 5: Leases in our accompanying consolidated financial statements). Long- term Debt Obligations As discussed above, in January 2022, we incurred borrowings under Senior Secured Credit Facilities. The principal repayment obligations and estimated interest payments on the term loans and estimated commitment fee payments on the revolver are estimated in the **table** below ~~table~~ . Interest payments on the term loans were estimated using an Adjusted Term SOFR rate and an applicable margin on of 2. 00 % for term loan A and 2. 50 % for term loan B and the revolver commitment fees were estimated using a rate of 0. 30 %. The applicable margin rate and commitment fee rate will change from time to time in accordance with a preset pricing grid based on the leverage ratio (see Note 11: Long- Term ~~Debt~~ **Obligations** in our accompanying consolidated financial statements for pricing grids related to the Senior Secured Credit Facilities). We expect to fund these obligations with our existing cash and cash equivalents and cash generated from our future operations. (in millions) ~~2023~~2024~~2025~~2026~~2027~~Thereafter~~Term~~ ---- **2024**2025**2026**2027**2028**Thereafter**Term** Loan A Principal Payments $ ~~21. 2 $~~ 42. 5 $ 42. 5 $ 63. 8 $ 664. 1 **$ —** $ — Term Loan A Interest ~~Payments57~~ **Payments56** . ~~4 47~~ **1 42** . ~~3~~ **2** 37. **2** — — ~~5 36. 5 0. 6~~ — Term Loan B Principal Payments8. 5 8. 5 8. 5 8. 5 8. 5 ~~801~~ **792** . ~~1~~ **6** Term Loan B Interest Payments62. **8 50. 2 47. 2 47. 9 47.** 6 — ~~53. 6 45. 1 46. 4 46. 2 46. 6~~ Revolver Commitment Fee1. 5 1. 5 1. 5 ~~1. 5~~ — — — $ ~~151~~ **171. 4 $ 144. 9 $ 158** . 2 $ ~~153~~ **720** . ~~4~~ **5** $ ~~135~~ **56** . 1 $ **792** ~~156. 7 $ 719. 4 $ 847. 7 Minimum Purchase Obligations On February 1, 2022, effective as of January 1, 2022, upon our request, Pfizer executed a Product Addendum to our MSA agreement, see under Part I Item 1 Business Section above for further detail. The Product Addendum included a minimum purchase obligation of $ 29~~ . 6 ~~million, which we satisfied during 2022. The Product Addendum expired on November 30, 2022.~~ Other Future Capital Investments In connection with the January 2022 acquisition of Smiths Medical **,** we estimate the investment needed in ~~2023~~ **2024** for restructuring and integration expenses along with spending to support quality systems and quality compliance objectives to be in the range of $ ~~75~~ **90** million to $ ~~125~~ **110** million, which includes acquired accrued field action liabilities. We expect to fund these obligations with our cash and cash equivalents and cash generated from our operations. Historical Cash Flows Cash Flows from Operating Activities Our cash ~~used in operations was $ (62. 1) million in 2022. Net income plus adjustments for non- cash net expenses contributed $ 241. 6 million to cash~~ provided by operations ~~. Net cash used in operations as~~ **was** ~~a result of~~ **$ 166. 2 million in 2023. The** changes in operating assets and liabilities ~~was~~ **included a** $ ~~303~~ **48. 6 million decrease in accounts receivable and a $ 11** . 7 million **decrease** ~~. The changes~~ in ~~operating~~ **prepaid expenses and other current** assets ~~and liabilities included~~ **. Offsetting these amounts was** a $ ~~201~~ **6** . 1 million increase in inventories, a $ ~~21~~ **68** . 3 million **decrease in accounts payable, a $ 24. 7 million** increase in other assets, a $ ~~55~~ **14** . ~~8~~ **5** million decrease in accrued liabilities, **and** $ ~~66~~ **82** . ~~7~~ **4** million in net changes in income taxes, including excess tax benefits and deferred income taxes **. The decrease in accounts receivable was primarily due to the sale of accounts receivable as part of our accounts receivable purchase**

program with Bank of the West, which was subsequently acquired by BMO in February 2023 (see Note 17: Accounts Receivable Purchase Program). The decrease in prepaid expenses and other current assets was primarily attributable to insurance, property taxes, and prepaid vendor expenses. The increase in inventory was primarily to build inventory safety stock levels. The decrease in accounts payable was due to the timing of payments. The increase in other assets was due to the purchase of spare parts. The primary drivers for the net decrease in accrued liabilities was primarily due to payments for field corrective actions, operating lease liabilities and distributor rebates as well as a decrease in deferred revenue offset partially by increases in accrued employee costs. The net changes in income taxes was a result of recording the current deferred provision and the timing of payments. Our cash used in operations was $ (62. 1) million in 2022. The changes in operating assets and liabilities included a $ 201. 1 million increase in inventories, a $ 21. 3 million increase in other assets, a $ 55. 8 million decrease in accrued liabilities, $ 66. 7 million in net changes in income taxes, including excess tax benefits and deferred income taxes, and a $ 19. 2 million increase in accounts receivable. Offsetting these amounts was a $ 22. 9 million decrease in prepaid expenses and other current assets and a $ 37. 5 million increase in accounts payable. The increase in inventory was primarily to build inventory safety stock levels. The increase in other assets was due to the purchase of spare parts. The primary drivers for the net decrease in accrued liabilities was primarily due to the payout of annual bonuses and decrease in deferred revenue. The net changes in income taxes was a result of recording the current deferred provision and the timing of payments. The increase in accounts receivable was primarily due to the net impact of collection efforts and the timing of revenue. The net decrease in prepaid expenses and other current assets was primarily due to a decrease in deferred costs mostly offset by capitalized debt issuance costs allocated to the revolving credit facility. The increase in accounts payable was due to the timing of payments. Our cash provided by operations was $ 267. 5 million in 2021. ~~Net income plus adjustments for non- cash net expenses contributed $ 252. 5 million to cash provided by operations. Net cash used in operations as a result of changes in operating assets and liabilities was $ 15. 0 million.~~ The changes in operating assets and liabilities included a $ 20. 8 million decrease in inventories, a $ 13. 8 million decrease in accounts receivable, a $ 6. 3 million increase in accrued liabilities, a $ 2. 3 million increase in accounts payable, and $ 0. 9 million in net changes in income taxes, including excess tax benefits and deferred income taxes. Offsetting these amounts was a $ 21. 0 million increase in other assets and a $ 8. 0 million increase in prepaid expenses and other current assets. The decrease in inventory was primarily due to the timing of production and customer purchases. The decrease in accounts receivable is primarily due to collection efforts. The increase in accrued liabilities was primarily due to the accrual of incentive bonuses, deferred revenue collected on certain arrangements and accruals related to the Smiths Medical transaction. The increase in accounts payable was primarily due to the timing of payments. The net changes in income taxes was a result of the timing of payments. The increase in other assets was primarily due to the purchase of spare parts. The net increase in prepaid expenses and other current assets was primarily due to an increase in deferred costs ~~. Our cash provided by operations was $ 222. 8 million in 2020. Net income plus adjustments for non- cash net expenses contributed $ 239. 7 million to cash provided by operations. Net cash used in operations as a result of changes in operating assets and liabilities was $ 17. 0 million. The changes in operating assets and liabilities included a $ 46. 4 million decrease in accounts payable, a $ 29. 4 million decrease in accrued liabilities, $ 18. 0 million in net changes in income taxes, including excess tax benefits and deferred income taxes, a $ 16. 1 million increase in other assets, and a $ 4. 3 million increase in prepaid expenses and other current assets. Offsetting these amounts was a $ 78. 0 million decrease in accounts receivable and a $ 19. 2 million decrease in inventories. The decrease in accounts payable was due to the payment of integration- related expenses with extended payment terms and the timing of other payments. The decrease in accrued liabilities was due to the payment of one- time accrued supply chain reorganization costs. The increase in other assets was due to the purchase of spare parts. The net changes in income taxes was a result of the timing of payments. The increase in prepaid expenses and other current assets was primarily due to an increase in deferred costs. The decrease in accounts receivable is primarily due to collection efforts. The decrease in inventory was primarily due to improved inventory management and increased demand for certain products driven by the COVID- 19 pandemic at the end of the year~~ . Cash Flows from Investing Activities The following table summarizes the changes in our investing cash flows (in thousands): For the Years Ended December 31, ~~Variance20222021202020222021Investing~~ ---- **Variance20232022202120232022Investing** Cash Flows: Purchases of property, plant and equipment $ (**83, 893) $ (** 90, 311) $ (68, 542) $ **6** ~~(92~~ , **418** ~~005)~~ $ (21, 769) ~~$ 23, 463~~ (1) Proceeds from sale of ~~assets989~~ **assets1 , 501 989** 218 **512** ~~6, 176~~ 771 ~~(5, 958) (2)~~ Intangible asset additions (9, **777) (9,** 018) (12, 627) (**759** ~~8, 385~~) 3, 609 (**2** ~~4, 242) (3~~) Business acquisitions, net of cash acquired ~~—~~ (1, 844, 164) (14, 452) ~~— (~~1, **844, 164 (1,** 829, 712) (**3** ~~14, 452) (4~~) Investments in non- marketable equity securities — ~~—~~ (3, 250) — 3, 250 (**4** ~~3, 250) (5~~) Purchases of investment securities ~~—~~ (3, 397) (10, 034) **3** ~~(32~~ , **397** ~~825)~~ 6, 637 ~~22, 791~~ (~~6~~ **5**) Proceeds from sale of investment ~~securities36~~ **securities4 , 222 36** , 433 18, 000 ~~28~~ **(32** , ~~900~~ **211)** 18, 433 (**6** ~~10, 900) (7~~) Net cash used in investing activities $ (**87, 947) $ (** 1, 909, 468) $ (90, 687) $ ~~(98, 139) $ (~~1, **821, 521 $ (1,** 818, 781) ~~$ 7, 452~~ (1) Our purchases of property, plant and equipment will vary from period to period based on additional investments needed to support new and existing products and expansion of our manufacturing facilities. (2) In ~~2020, we sold our Farmers Branch, Texas, U. S. distribution facility for $ 6. 0 million. (3) In~~ 2021, we recorded a $ 6. 6 million intangible asset related to a three- year non- compete agreement with one of our international distributors, of which $ 2. 6 million was non- cash offset with a contingent earn- out. (~~4~~ **3**) Our business acquisitions will vary from period to period based upon our current growth strategy and our ability to execute on desirable target companies. In 2022, we acquired Smiths Medical. The cash consideration for the transaction was $ 1. 9 billion, which was financed with existing cash balances and borrowings under the Credit Agreement. Acquired cash was $ 78. 8 million. In 2021, we acquired a small foreign infusion systems supplier for approximately $ 15. 4 million. (~~5~~ **4**) In 2021, we paid $ 3. 3 million to acquire approximately a 20 % non- marketable equity interest in a non- public company. (~~6~~ **5**) Our purchases of investment securities will vary from period to period based on current cash needs, planning for known future transactions and changes in our investment strategy. Our investment policy allows for the purchase of securities with final maturities in excess of one year. If

cash is not needed for known future transactions our investment strategy takes advantage of the long- term securities with higher yields. Typically, our longer term securities have maturities up to three years. (~~7~~ **6**) Proceeds from the sale of our investment securities will vary based on the maturity dates of the investments. In 2022, proceeds from sale of investment securities includes $ 19. 0 million received from a promissory note related to an acquired investment as part of the Smiths Medical acquisition. Cash Flows from Financing Activities The following table summarizes the changes in our financing cash flows (in thousands): For the Years Ended December 31, ~~Variance20222021202020222021Financing~~ ---- **Variance20232022202120232022Financing** Cash Flows: Proceeds from issuance of long- term debt, net of lender debt issuance costs $ — 1, 664, 362 — ~~—~~ **(** 1, 664, 362 ~~—~~ **) 1, 664, 362** (1) Principal payments on long- term debt (**29, 688) (** 22, 375) — ~~—~~ **(7, 313)** (22, 375) ~~—~~ (2) Payment of third- party debt issuance costs — (2, 177) — ~~—~~ (2, 177 ~~)~~ ~~—~~ (2 ~~) Proceeds from short- term debt — — 150~~ , **177** ~~000 — (150, 000~~) ~~(3) Repayment of short- term debt — — (150, 000) — 150, 000~~ (3) Proceeds from exercise of stock ~~options8~~ **options4 , 022 8** , 785 9, 372 ~~13~~ **(4** , ~~193~~ **763)** (587 ~~) (3, 821~~) (4) Payments on finance leases (**963) (** 680) (607) (~~357~~ **283**) (73 ~~) (250~~) Payment of contingent earn- out — — (17, 300) — 17, 300 ~~(17, 300)~~ (5) Tax withholding payments related to net share settlement of equity awards (**9, 350) (** 10, 883) (8, 335) **1** ~~(12~~ , **533** ~~876)~~ (2, 548) ~~4, 541~~ (6) Net cash **(** used in **) provided by** financing activities $ **(35, 979) $** 1, 637, 032 $ (16, 870) $ (~~40) $~~ 1, **673, 011) $ 1,** 653, 902 ~~$ (16, 830)~~ _____ (1) During 2022, we borrowed an aggregate of $ 1. 7 billion under the Senior Secured Credit Facilities contained in the Credit Agreement to partially finance our acquisition of Smiths Medical (see Note 11: Long- Term ~~Debt~~ **Obligations** to our accompanying consolidated financial statements for additional information). The proceeds are net of $ 37. 8 million in payments of lender debt issuance costs. (2) **Relates to scheduled** ~~Payment of $ 22. 4 million of~~ principal payments on the Senior Secured Credit Facilities ~~and $ 2~~ . ~~2 million in~~ **(3) Relates to** third- party debt issuance costs **in connection with entering into** ~~. (3) During 2020, as a result of market uncertainty caused by COVID- 19, we borrowed $ 150. 0 million under our then~~ - **the** ~~revolving~~ **Senior Secured** ~~credit~~ **Credit Facilities** ~~facility as a precautionary measure to increase liquidity. We had fully repaid all amounts borrowed as of December 31, 2020~~ . (4) Proceeds from the exercise of stock options will vary from period to period based on the volume of options exercised and the exercise price of the specific options exercised. (5) During 2021, we paid $ 26. 3 million in cash related to the settlement of the Pursuit contingent earn- out. Of the $ 26. 3 million, the amount recorded as the acquisition date fair value, which is considered financing cash flows, was $ 17. 3 million (see Note 8: Fair Value Measurements). (6) In ~~2022~~ **2023** , our employees surrendered ~~47~~ **59** , ~~664~~ **377** shares of our common stock from vested restricted stock awards as consideration for approximately $ ~~10.~~ 9 **. 4** million in minimum statutory withholding obligations paid on their behalf. In ~~2021~~ **2022** , our employees surrendered ~~40~~ **47** , ~~350~~ **664** shares of our common stock from vested restricted stock awards as consideration for approximately $ ~~8~~ **10** . ~~3~~ **9** million in minimum statutory withholding obligations paid on their behalf. In ~~2020~~ **2021** , our employees surrendered ~~67~~ **40** , ~~041~~ **350** shares of our common stock from vested restricted stock awards as consideration for approximately $ ~~12~~ **8** . ~~9~~ **3** million in minimum statutory withholding obligations paid on their behalf. Our common stock purchase plan, which authorized the repurchase of up to $ 100. 0 million of our common stock, was approved by our Board of Directors in August 2019. This plan has no expiration date. As of December 31, ~~2022~~ **2023** , all of the $ 100. 0 million available for purchase was remaining under the plan. We are limited on share purchases in accordance with the terms and conditions of our Credit Agreement (see Note 11: Long- Term Obligations in our accompanying consolidated financial statements). New Accounting Pronouncements See Note 1: Basis of Presentation and ~~Summary of~~ Significant Accounting Policies to the Consolidated Financial Statements in Part II, Item 8 of this Annual Report on Form 10- K. Critical Accounting Policies and Estimates Our significant accounting policies are summarized in Note 1 to the Consolidated Financial Statements. In preparing our consolidated financial statements in accordance with GAAP and pursuant to the rules and regulations of the SEC, we make estimates, assumptions and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosures of contingent assets and liabilities. We base our estimates, assumptions and judgments on historical experience and other factors that we believe are reasonable. We evaluate our estimates, assumptions and judgments on a regular basis and apply our accounting policies on a consistent basis. We believe that the estimates, assumptions and judgments involved in the accounting for revenue recognition, accounts receivable **,** and business combinations have the most potential impact on our consolidated financial statements. Historically, our estimates, assumptions and judgments relative to our critical accounting policies have not differed materially from actual results. Revenue recognition We recognize revenues when we transfer control of promised goods to our customers **,** ~~in an amount that reflects the consideration to~~ which ~~we expect to be entitled in exchange~~ for ~~those~~ -- **the majority of** goods. ~~We offer certain volume- based rebates to~~ our **sales of products sold** ~~distribution customers, which we consider variable consideration when calculating the transaction price. Rebates are offered~~ on ~~both~~ a **standalone** ~~fixed and tiered / variable~~ basis ~~. In both cases, we use information available at the time and our historical experience with each customer~~ to **our** ~~estimate the most likely rebate amount. We also provide chargebacks to~~ distributors **and** ~~that sell to~~ end customers ~~at prices determined under a contract between us and the end customer. Chargebacks are the difference between prices we charge our distribution customers and contracted prices we have with the end customer which are processed as credits to our distribution customers. In estimating the expected value of chargeback amounts~~ for **direct** ~~use in determining the transaction price, we use information available at the time, including our historical experience. We also warrant products against defects and have a policy permitting the return of defective products, for which we accrue and expense at the time of sale using information available and our historical experience. Our revenues are recorded at the net~~ sales ~~price~~ , ~~which includes an estimate for variable consideration related to rebates, chargebacks and product returns. The vast majority of our sales of Infusion Consumables, Infusion Systems, IV Solutions, Critical Care, Infusion Systems- Smiths Medical, Vascular Access- Smiths Medical and Vital Care- Smiths Medical products are sold on a standalone basis and revenue~~ is ~~recognized upon the transfer of control which we deem~~ **deemed** to be at point of shipment. Our software license renewals are considered to be transferred to a customer at a point in time at the start of each renewal period, therefore revenue is recognized at that time. ~~Arrangements~~ **Payment is typically due in full within 30 days of delivery or the start of the contract term. Revenue is**

recorded in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services. We include variable consideration in net sales only to the extent that a significant reversal in revenue is not probable when the uncertainty is resolved. Our variable consideration includes distributor chargebacks, product returns and end customer rebates, with ~~Multiple Deliverables In certain circumstances,~~ distributor chargebacks representing the majority and subject to the greatest judgment. Chargebacks are the difference between the prices we ~~enter into arrangements~~ charge our distribution customers at the time they purchase our products and the contracted prices we have with the end customer, most often in the U. S. and Canada. When a distributor sells our products to one of our contracted end customers, the distributor typically will claim a refund from us for the chargeback amount which we ~~provide multiple deliverables~~ process as a credit to the distributor. In estimating the transaction price to present as net revenue for sales to distributors, we must estimate the expected chargeback amount that we will refund to the distributor after they sell our product to a contracted end customer. Determining the appropriate chargeback reserve requires judgment around the following assumptions: (i) The estimated chargeback amount (the difference between the price we invoice the distributor and the contractually agreed price with specified end customers ~~.~~); and (ii) ~~These -~~ The estimated period ~~bundled arrangements typically consist~~ of time between the sale to the distributor and the receipt of ~~infusion systems equipment~~ a chargeback claim. For purposes of estimating the expected chargeback amount , ~~along~~ we utilize actual recent historical chargebacks paid to the specific distributor for similar products as determined at either a product or product- family level. While individual chargeback rates can vary significantly depending on the product and contracted prices with distributors ~~annual software licenses~~ and end customers ~~related software implementation services~~ , our chargeback reserve estimate is not overly sensitive to those individual price changes due to the long- term nature of our distributor and end customer contracts as well as ~~infusion consumables~~ consistency in purchasing patterns. Additionally , ~~IV solutions~~ the use of the actual chargeback history to calculate an average chargeback rate has historically resulted in a reasonable estimation of overall current contract rates. For purposes of estimating the period of time between the sale to the distributor and the receipt of a chargeback claim, we utilize several sources of information including actual inventory quantities of our products on ~~and~~ hand ~~extended warranties~~ at distributors. This inventory on hand information is received from the distributors or, when specific quantities are not provided, estimated by using the targeted days of inventory on hand for distributors. Historical experience of actual chargebacks paid has indicated that use of this information has reasonable predictive value of outstanding chargebacks and accounts for the variability of purchasing patterns and expected timing and volume of sales to end customers. The value of the chargeback reserve generally represents approximately two months of obligation due to the timing difference between the initial sale to a distributor and the processing of a chargeback claim after the product is sold to the end customer. The chargeback reserve estimates change from period- to- period primarily based on changes in revenue from / and the inventory levels of distributors . Our ~~most significant~~ judgments regarding ~~related to these -~~ the ~~arrangements~~ information used to calculate the chargeback reserve are ~~(i) identifying~~ consistent from period to period; however, on a regular basis, we evaluate the ~~various performance obligations~~ adequacy of the chargeback reserve to reassess and ensure that the variable consideration is appropriately constrained, and the likelihood of future revenue reversal is not probable. We use metrics including chargeback provision as a percentage of gross revenue, movements in inventory on ~~and~~ hand ~~(ii) estimating the relative standalone selling~~ at distributors, trends in accrued versus paid chargebacks and impacts from price changes and similar metrics. The chargeback reserve reflects a reasonable estimate of the amount of consideration ~~each performance obligation, typically~~ using ~~a directly observable~~ the expected value method ~~or calculated~~ and is recorded as a reduction of accounts receivable, net on ~~a cost plus margin basis method. Revenue related to~~ the consolidated balance sheets ~~bundled equipment, software and software implementation services is recognized upon implementation .~~ ~~The~~ We also offer certain volume- based rebates to both our distribution and end- customers, which we record as variable consideration when calculating the transaction price ~~allocated to~~ . Rebates are offered on both a fixed and tiered / variable basis. In both cases, we use information available at the ~~extended service- type~~ time, including current contractual requirements, our historical experience with each customer and forecasted customer purchasing patterns, to estimate the most likely rebate amount. We also ~~warranty -~~ warrant ~~is recognized as revenue over~~ products against defects and have a policy permitting the ~~period~~ return of defective products, for which we accrue and expense at the ~~warranty service is provided~~ time of sale using information available and our historical experience . Accounts receivable Accounts receivable are stated at net realizable value . Our accounts receivable are recorded net of reserves including distributor chargebacks, estimated rebates and allowance for doubtful accounts. See above for significant judgments related to distributor chargebacks and rebates . An allowance is provided for estimated collection losses based on an analysis of the age of the receivable, on specific past due accounts for which we consider collection to be doubtful and based on current receivables where known economic conditions specific to individual significant customers may indicate collection is doubtful. We rely on prior payment trends, financial status and other factors to estimate the cash which ultimately will be received. Such amounts cannot be known with certainty at the financial statement date. We regularly review individual past due balances for collectability. We also have credit exposure with international customers for whom normal payment terms are long in comparison to those of our other customers and with domestic distributors. If actual collection losses exceed expectations, we could be required to accrue additional bad debt expense, which could have an adverse effect on our operating results in the period in which the accrual occurs. Business Combinations The application of the acquisition method of accounting for business combinations requires the use of significant estimates, assumptions and judgments in the determination of the estimated fair value of assets acquired and liabilities assumed in order to properly allocate the purchase price at the acquisition date. Although we believe the estimates, assumptions and judgments we have made are reasonable, they are based in part on historical experience, industry data, information obtained from the management of the acquired companies and assistance from independent third- party appraisal / valuation firms, and

are inherently uncertain. Examples of critical estimates in valuing certain of the tangible and intangible assets we have acquired, and certain liabilities assumed include but are not limited to: • Inventories- we used the comparative sales method, which estimates the selling price of finished goods and work- in- progress inventory, reduced by estimated costs expected to be incurred in selling the inventory and a profit on those costs. The fair value of inventory is recognized in our statements of operations as the inventory is sold. Based on internal forecasts and estimates of inventory turnover, acquisition date inventory is sold and recognized in cost of goods sold over an estimated period of six months after the acquisition date. • Property, Plant and Equipment- the fair value estimate of acquired property, plant and equipment is determined based upon the nature of the asset using either the cost approach, the sales comparison approach or the income capitalization approach. The cost approach measures the value of an asset by estimating the cost to acquire or reproduce comparable assets. The sales comparison approach measures the value of an asset through an analysis of comparable property sales. The income approach values the asset based on its earnings potential. The fair value of land was estimated using a sales comparison approach. Land and building improvements were valued using the cost approach. Personal property assets, such as, leasehold improvements, tooling, laboratory equipment, furniture and fixtures, and equipment, computer hardware, computer software, dies and molds were all valued using the cost approach. Transportation equipment and major manufacturing and equipment were valued using the sales comparison method. Construction- in- progress assets were valued based on the cost approach less adjustments for the nature of the assets. The fair value of property, plant and equipment will be recognized in our statements of operations over the expected useful life of the individual depreciable assets. • Identifiable Intangible Assets- The fair value of the significant acquired identifiable intangible assets generally is determined using varying methods under the income approach. This method starts with a forecast of all of the expected future net cash flows associated with the asset and then adjusts the forecast to present value by applying an appropriate discount rate that reflects the risk factors associated with the cash flow streams. Other critical estimates used to estimate the fair value are derived from royalty rates, customer retention rates and / or estimated useful lives. • **Contingent** Earn- out Liability- The fair value of the earn- out liabilities were valued using a Monte Carlo simulation and a probability- weighted cash flow model, as appropriate (see Note 8: Fair Value Measurements to the consolidated financial statements in Part II, Item 8 of this Annual Report on Form 10- K for details). Unanticipated events and circumstances may occur which may affect the accuracy or validity of such assumptions, estimates or actual results. ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK Interest Rate Risk In connection with the Smiths Medical acquisition on January 6, 2022 we entered into the Senior Secured Credit Facilities totaling approximately $ 2. 2 billion consisting of a variable- rate term loan A facility of $ 850. 0 million, a variable- rate term loan B facility of $ 850. 0 million and a revolving credit facility of $ 500. 0 million. We are exposed to changes in interest rates on all of these variable- rate debt instruments. The term loan A facility currently bears interest based on Adjusted Term SOFR plus an applicable margin ~~currently~~ **of** 2. 00 % per year. The term loan B facility currently bears interest based on Adjusted Term SOFR subject to a 0. 50 % floor plus an ~~initial~~ applicable margin of 2. 5 %. We used a sensitivity ~~analyses~~ **analysis** to measure our interest rate risk exposure. If the SOFR rate increases or decreases 1 % from December 31, ~~2022~~ **2023** , the additional annual interest expense or savings related to the term loans would be approximately $ 16. ~~8~~ **5** million. In order to mitigate and offset a portion of this interest rate risk exposure associated with these debt instruments we entered into interest rate swaps to achieve a targeted mix of fixed and variable- rate debt. The term loan A swap has an initial notional amount of $ 300. 0 million, reducing to $ 150. 0 million evenly on a quarterly basis ~~excluding~~ **through** its final maturity on March 30, 2027 and we ~~will~~ pay a fixed rate of 1. 32 % and ~~will~~ receive the greater of 3- month USD SOFR or (0. 15) %. The term loan B swap has an initial notional amount of $ 750. 0 million, reducing to $ 46. 9 million evenly on a quarterly basis ~~excluding~~ **through** its final maturity on March 30, 2026 and we ~~will~~ pay a fixed rate of 1. 17 % and ~~will~~ receive the greater of 3- month USD SOFR or 0. 35 % **. In June 2023, we entered into an additional swap with a notional amount of $ 300 million with a maturity date of June 30, 2028 and we pay a fixed rate of 3. 8765 % starting on June 30, 2023 and receive 3- month USD SOFR** . (see Note 7: Derivatives and Hedging Activities to the Consolidated Financial Statements in Part II, Item 8 of **this Annual Report on Form 10- K). Additionally, our accounts receivable purchase program with Bank of the West, which was subsequently acquired by BMO in February 2023, bears discount rates tied to SOFR. These variable discount rates would affect the amount of factoring costs we incur, and the amount of cash we receive upon the sales of accounts receivable under this program. A 1 % change in SOFR rates on the accounts receivable sales would not have a material impact on our results of operations, (see Note 17: Accounts Receivable Purchase Program to the Consolidated Financial Statements in Part II, Item 8. Of** this Annual Report on Form 10- K). Foreign Exchange Risk We transact business globally in multiple currencies, some of which are considered volatile. Our international revenues and expenses and working capital positions denominated in these foreign currencies expose us to the risk of fluctuations in foreign currency exchange rates against the U. S. dollar. As the receiver of foreign currencies we are adversely affected by the strengthening of the U. S. dollar and other currencies relative to the operating unit functional currency. Our hedging policy attempts to manage these risks to an acceptable level. We manage our foreign currency exposures on a consolidated basis to take advantage of net exposures and natural offsets, which are then further reduced by the gains and losses of our hedging instruments. Gains and losses on the hedging instruments offset gains and losses on the hedged forecasted transactions and reduce the earnings volatility related to foreign exchange, however we do not hedge our entire foreign exchange exposure and are still subject to potentially significant earnings volatility due to foreign exchange risk. We use foreign exchange forward contracts to hedge a portion of our forecasted foreign currency- denominated revenues and expenses (principally Mexican Pesos, Euros, ~~Czech Koruna,~~ Japanese Yen, U. S. Dollar, **Chinese Renminbi,** Canadian Dollar, **and** Australian Dollar ~~and Chinese Renminbi~~) that differ from the functional currency of the operating unit. These derivative contracts are designated and qualify as cash flow hedges (see Note 7: Derivatives and Hedging Activities to the consolidated financial statements in Part II, Item 8 of this Annual Report on Form 10- K). We performed a sensitivity analysis to estimate changes in the fair value of our foreign exchange derivatives due to potential changes in near- term foreign exchange rates. At December 31, ~~2022~~ **2023** , the effect of a hypothetical 10 % weakening in the

actual foreign exchange rates used for the applicable currencies would result in an estimated decrease in the fair value of these outstanding derivatives contracts by approximately $ ~~2~~ **4** . ~~5~~ **6** million. The sensitivity analysis recalculates the fair value of the exchange contracts outstanding at December 31, ~~2022~~ **2023** using the actual forward rates at December 31, ~~2022~~ **2023** , which are then adjusted to be 10 % weaker for each respective currency. ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND SCHEDULEPage No. Reports of Independent Registered Public Accounting ~~Firm57Consolidated~~ **Firm59Consolidated** Balance Sheets as of December 31, ~~2022~~ **2023** and ~~202161Consolidated~~ **202262Consolidated** Statements of Operations for the Years Ended December 31, **2023,** 2022 ~~, 2021~~ and ~~202062Consolidated~~ **202163Consolidated** Statements of Comprehensive (Loss) Income for the Years Ended December 31, **2023,** 2022 ~~, 2021~~ and ~~202063Consolidated~~ **202164Consolidated** Statements of Stockholders' Equity for the Years Ended December 31, **2023,** 2022 ~~, 2021~~ and ~~202064Consolidated~~ **202165Consolidated** Statements of Cash Flows for the Years Ended December 31, **2023,** 2022 ~~, 2021~~ and ~~202065Notes~~ **202166Notes** to Consolidated Financial ~~Statements67Schedule~~ **Statements68Schedule** II- Valuation and Qualifying ~~Accounts115~~ **Accounts119** REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM To the stockholders and the Board of Directors of ICU Medical, Inc. Opinion on the Financial Statements We have audited the accompanying consolidated balance sheets of ICU Medical, Inc. and subsidiaries (the" Company") as of December 31, **2023 and** 2022 ~~and 2021~~ , the related consolidated statements of operations, comprehensive (loss) income, stockholders' equity, and cash flows, for each of the three years in the period ended December 31, ~~2022~~ **2023** , and the related notes and the schedule listed in the Index at Item 15 (collectively referred to as the" financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, **2023 and** 2022 ~~and 2021~~ , and the results of its operations and its cash flows for each of the three years in the period ended December 31, ~~2022~~ **2023** , in conformity with accounting principles generally accepted in the United States of America. We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company' s internal control over financial reporting as of December 31, ~~2022~~ **2023** , based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 27, ~~2023~~ **2024** , expressed an unqualified opinion on the Company' s internal control over financial reporting. Basis for Opinion These financial statements are the responsibility of the Company' s management. Our responsibility is to express an opinion on the Company' s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U. S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion. Critical Audit ~~Matter~~ **Matters** The critical audit ~~matters~~ **matter** communicated below ~~are~~ **is a** ~~matters~~ **matter** arising from the current- period audit of the financial statements that ~~were~~ **was** communicated or required to be communicated to the audit committee and that (1) ~~relate~~ **relates** to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit ~~matters~~ **matter** below, providing a separate opinion on the critical audit ~~matters~~ **matter** or on the accounts or disclosures to which ~~they~~ **it** ~~relate~~ **relates** . Revenue Recognition – Chargeback Reserve — Refer to Notes 1 and 4 to the financial statements Critical Audit Matter Description The Company recognizes revenue **and the related accounts receivable** for product sales **,** net of a reserve for estimated chargebacks. Chargebacks are the difference between prices the Company charges distribution customers and contracted prices the Company has with the end- customer which are processed as credits to the distribution customers. Chargebacks are accounted for as variable consideration when determining the transaction price for purposes of recognizing revenue. **Variable consideration is included in net sales only to the extent that a significant reversal in revenue is not probable when the uncertainty is resolved.** The Company estimates and reserves for chargebacks as a reduction of revenue **and the related accounts receivable** at the time of sale to its distribution customers using information available at that time, including historical experience. ~~Accounts receivable as of December 31, 2022 of $ 222 million and total revenues for the year ended December 31, 2022 of $ 2, 280 million are recorded net of estimated chargebacks.~~ Given the subjectivity and complexity of evaluating management' s assumptions used in the determination of the chargeback reserve, including the **estimated** chargeback amount **for** ~~related to monthly~~ sales to distribution customers and the time to settle chargeback obligations, auditing the chargeback reserve requires a high degree of auditor judgment and an increased extent of effort. How the Critical Audit Matter Was Addressed in the Audit Our audit procedures related to the chargeback reserve included the following, among others: • We tested the effectiveness of certain controls related to management' s assessment of assumptions related to estimating the provision for chargeback reserves, the provisioning, processing, and monitoring of chargeback transactions, and the reconciliation of chargeback reserves. • We tested chargeback estimates for purposes of determining whether revenues recognized at the time of sale were recorded in the proper period. • We evaluated the methods and assumptions used by management to estimate the chargeback reserve by: – Analyzing trends in the chargeback provision as a percent of revenues and the chargeback reserve as a percent of revenues. – Testing the underlying data, including historical sales to distribution customers, chargeback settlements with distribution customers, and inventory days on hand reported from distributors, that are utilized as the basis for the chargeback reserve, to test whether the inputs to the estimate were reasonable. –

Developing an expectation of the chargeback reserve based on monthly sales to distribution customers, historical experience, and the time to settle chargeback obligations, and comparing our expectation to the amount recorded by management. – Performing retrospective reviews comparing management' s estimates of expected chargeback reserves to actual amounts incurred subsequent to the dates of estimation, to assess management' s ability to reasonably estimate these obligations and to identify potential bias in management' s assessment of the reserve. ~~Business Combination — Refer to Note 2 of the financial statements Critical Audit Matter Description The Company completed the acquisition of Smiths Medical for $ 2. 552 billion on January 6, 2022. The Company accounted for the acquisition under the acquisition method of accounting for business combinations. Accordingly, the purchase price was allocated to the assets acquired and liabilities assumed based on their respective fair values, including identifiable intangible assets totaling $ 945 million. Of the identifiable intangible assets acquired, the most significant included Customer Relationships of $ 510 million and Developed Technology of $ 400 million. The estimated fair value of identifiable intangible assets were developed using the income approach and are based on critical estimates, judgments and assumptions derived from: analysis of market conditions; discount rate; discounted cash flows; royalty rates; and / or estimated useful lives. We identified the purchase price accounting allocation as a critical audit matter because of the significant estimates and assumptions management makes to determine the fair value of the identifiable intangible assets acquired. This required a high degree of auditor judgment and an increased extent of effort, including the need to involve our internal fair value specialists, when performing audit procedures to evaluate the reasonableness of management' s forecasts of future cash flows and the selection of the discount rates for the identifiable intangible assets. Our audit procedures related to the business combination included the following, among others: • We tested the effectiveness of controls over the valuation of the identifiable intangible assets, including management' s controls over forecasts of future cash flows and selection of the discount rates. • We assessed the reasonableness of management' s forecasts of future cash flows by comparing the projections to historical results and growth rates observed for similar businesses and / or peer companies, and evidence obtained in other areas of the audit. • With the assistance of our fair value specialists, we also performed the following: – We evaluated the reasonableness of the valuation methodologies selected. – We tested the source information underlying the determination of the discount rates and tested the mathematical accuracy of the calculations.~~ / s / DELOITTE & TOUCHE LLP Costa Mesa, California February 27, ~~2023~~ **2024** We have served as the Company' s auditor since 2008 Opinion on Internal Control over Financial Reporting We have audited the internal control over financial reporting of ICU Medical, Inc. and subsidiaries (the " Company ") as of December 31, ~~2022~~ **2023** , based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, ~~2022~~ **2023** , based on criteria established in Internal Control — Integrated Framework (2013) issued by COSO. We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, ~~2022~~ **2023** , of the Company and our report dated February 27, ~~2023~~ **2024** , expressed an unqualified opinion on those financial statements ~~. As described in ' Management' s Annual Report on Internal Control over Financial Reporting', management excluded from its assessment the internal control over financial reporting at Smiths Medical, which was acquired on January 6, 2022, and whose financial statements constitute 40 % of total assets and 42 % of total revenues of the consolidated financial statement amounts as of and for the year ended December 31, 2022. Accordingly, our audit did not include the internal control over financial reporting at Smiths Medical~~ . Basis for Opinion The Company' s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying ~~'~~ Management' s Annual Report on Internal Control over Financial Reporting ~~'~~. Our responsibility is to express an opinion on the Company' s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U. S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion. Definition and Limitations of Internal Control over Financial Reporting A company' s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company' s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company' s assets that could have a material effect on the financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. February 27, ~~2023~~ **2024** ICU MEDICAL, INC. AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS (Amounts in thousands, except par value data and treasury shares) December 31, ~~20222021ASSETSCURRENT~~ ---- **20232022ASSETSCURRENT** ASSETS: Cash and cash equivalents $ **254, 222 $** 208, 784 ~~$~~

552, 827 Short- term investment securities4 **securities501 4** , 224 14, 420 TOTAL CASH, CASH EQUIVALENTS AND SHORT- TERM INVESTMENT SECURITIES213 **SECURITIES254 , 723 213** , 008 567, 247 Accounts receivable, net of allowance for doubtful accounts of $ **11, 064 and $** 8, 530 and $ 7, 038 at December 31, **2023 and** 2022 and 2021 , respectively221 -- **respectively161 , 566 221** , 719 105, 894 Inventories696 - **Inventories709 , 360 696** , 009 290, 235 Prepaid income taxes15 - **taxes21 , 983 15** , 528 19, 586 Prepaid expenses and other current assets88 **assets73 , 640 88** , 932 46, 847 TOTAL CURRENT ASSETS1, **221, 272 1,** 235, 196 1, 029, 809 PROPERTY, PLANT AND EQUIPMENT, net636 **net612, 909 636** , 113 468, 365 OPERATING LEASE RIGHT- OF- USE ASSETS74 **ASSETS69 , 909 74** , 864 39, 847 LONG- TERM INVESTMENT SECURITIES516 --- **SECURITIES — 516** 4, 620 GOODWILL1, **472, 446 1,** 449, 258 43, 439 INTANGIBLE ASSETS, net982 **net870, 588 982** , 766 188, 311 DEFERRED INCOME TAXES31 **TAXES37 , 295 31** , 466 42, 604 OTHER ASSETS105 **ASSETS94, 020 105** , 462 63, 743 TOTAL ASSETS $ 4, **378, 439 $ 4,** 515, 641 $ 1, 880, 738 LIABILITIES AND STOCKHOLDERS' EQUITY CURRENT LIABILITIES: Accounts payable $ **150, 030 $** 215, 902 $ 81, 128 Accrued liabilities242 **liabilities268 , 215 242** , 769 118, 195 Current portion of long- term debt29 **debt51, 000 29** , 688 — Income tax payable6 **payable7 , 714 6** , 200 1 **Contingent earn- out liability4** , 454 **879 —** TOTAL CURRENT LIABILITIES494 **LIABILITIES481 , 838 494** , 559 200, 777 CONTINGENT EARN- OUT LIABILITY25 **LIABILITY3 , 991 25** , 572 2, 589 LONG- TERM DEBT1, **577, 770 1,** 623, 675 — OTHER LONG- TERM LIABILITIES114 **LIABILITIES100 , 497 114** , 104 41, 830 DEFERRED INCOME TAXES126 **TAXES55, 873 126** , 007 1, 490 INCOME TAX LIABILITY41 **LIABILITY35 , 060 41** , 796 18, 021 COMMITMENTS AND CONTINGENCIES (Note 15) — — STOCKHOLDERS' EQUITY: Convertible preferred stock, $ 1. 00 par value; Authorized — 500 shares; Issued and outstanding — none — — Common stock, $ 0. 10 par value; Authorized — 80, 000 shares; Issued — **24, 144 and** 23, 995 and 21, 280 shares at December 31, **2023 and** 2022 and 2021 , respectively, and outstanding — **24, 141 and** 23, 993 and 21, 280 shares at December 31, **2023 and** 2022 and 2021 , respectively2, **414 2,** 399 2, 128 Additional paid- in capital1, **366, 493 1,** 331, 249 721, 412 Treasury stock, at cost (**2, 428 and** 1, 633 and 119 shares, respectively) (**262) (** 243) (27) Retained earnings837 **earnings807 , 846 837** , 501 911, 787 Accumulated other comprehensive loss (**53, 081) (** 80, 978) (19, 269) TOTAL STOCKHOLDERS' EQUITY2, **123, 410 2,** 089, 928 1, 616, 031 TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY $ 4, **378, 439 $ 4,** 515, 641 $ 1, 880, 738 The accompanying notes are an integral part of these consolidated financial statements. CONSOLIDATED STATEMENTS OF OPERATIONS (Amounts in thousands, except per share data) Year ended December 31, 202220212020TOTAL ---- **202320222021TOTAL** REVENUES $ 2, **259, 126 $ 2,** 279, 997 $ 1, 316, 308 $ 1, 271, 004 COST OF GOODS SOLD1, **519, 253 1,** 582, 236 824, 818 809, 507 GROSS PROFIT697 - **PROFIT739 , 873 697** , 761 491, 490 461, 497 OPERATING EXPENSES: Selling, general and administrative608 **administrative606 , 693 608** , 345 302, 583 283, 953 Research and development92 **development85 , 344 92** , 984 47, 498 42, 948 Restructuring, strategic transaction and integration71 **integration41 , 258 71** , 421 18, 037 28, 409 Change in fair value of contingent earn- out (**16, 247) (** 32, 091) — 9, 000 Contract settlement — — 127 (975) TOTAL OPERATING EXPENSES740 **EXPENSES717 , 048 740** , 659 368, 245 **INCOME** 363, 335 (LOSS) **FROM OPERATIONS22, 825 (42, 898) 123, 245 INTEREST (EXPENSE)** INCOME FROM OPERATIONS (42, 898) 123, 245 98, 162 INTEREST (EXPENSE) INCOME , NET (**95, 219) (** 66, 375) 1, 982 1, 924 OTHER EXPENSE, NET (5, **905) (5,** 136) (2, 041) (2, 592) (LOSS) INCOME BEFORE INCOME TAXES (**78, 299) (** 114, 409) 123, 186 97, 494 BENEFIT (PROVISION) FOR INCOME TAXES40 **TAXES48 , 644 40** , 123 (20, 051) (10, 624) NET (LOSS) INCOME $ (**29, 655) $ (** 74, 286) $ 103, 135 $ 86, 870 NET (LOSS) INCOME PER SHARE Basic $ (**1. 23) $ (** 3. 11) $ 4. 86 **Diluted $ (1. 23) $ (3. 11)** $ 4. 16 Diluted $ (3. 11) $ 4. 74 $ 4. 02 WEIGHTED AVERAGE NUMBER OF SHARES Basic23 **Basic24 , 091 23** , 868 21, 206 20, 907 Diluted23 **Diluted24 , 091 23** , 868 21, 781 21, 591 CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME (Amounts in thousands) Year ended December 31, 202220212020NET **202320222021NET** (LOSS) INCOME $ (**29, 655) $ (** 74, 286) $ 103, 135 $ 86, 870 Other comprehensive (loss) income, net of tax: Cash flow hedge adjustments, net of tax of $ **(5, 951), $** 12, 941 , **and** $ (954) and $ 285 for the years ended December 31, **2023,** 2022 , **and** 2021 and 2020 , respectively41 -- **respectively (18, 895) 41** , 016 (3, 021) 904 Foreign currency translation adjustment, net of tax of $ 0 for all periods **46, 189** (103, 928) (14, 664) 12, 929 Other adjustments, net of tax of $ 0 for all periods1 **periods603 1** , 203 (62) 47 Other comprehensive **income** (loss) income , net of tax **tax27 , 897** (61, 709) (17, 747) 13, 880 COMPREHENSIVE (LOSS) INCOME $ (**1, 758) $ (** 135, 995) $ 85, 388 $ 100, 750 CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY Common StockAdditional Paid- In CapitalTreasury StockRetained EarningsAccumulated Other Comprehensive (Loss) IncomeTotalSharesAmountBalance, January 1, 202020 **202121** , 742 **058** $ 2, 074 **106** $ 668 **693** , 947 **068** $ (157 **39**) $ 721 **808** , 782 **652** $ (15, 402) $ 1, 377, 244 Issuance of restricted stock.....) 808, 652 (1, 522) **$** 1, 502, 265 Issuance of restricted stock and exercise of stock options262 22 1, 003 8, 347 — — 9, 372 Tax withholding payments related to net share settlement of equity awards (40) — — (8, 335) — — (8, 335) Stock compensation — — 27, 341 — — — 27, 341 Other comprehensive loss, net of tax — — — — — (17, 747) (17, 747) Net income — — — — 103, 135 — 103, 135 Balance, December 31, 202121, 280 2, 128 721, 412 (27) 911, 787 (19, 269) 1, 616, 031 Issuance of restricted stock and exercise of stock options263 21 (1, 903) 10, 667 — — 8, 785 Tax withholding payments related to net share settlement of equity awards (48) — — (10, 883) — — (10, 883) Issuance of common stock for acquisitions2, 500 250 575, 725 — — — 575, 975 Stock compensation — — 36, 025 — — — 36, 025 Other comprehensive loss, net of tax — — (10) — — (61, 709) (61, 719) Net loss — — — — (74, 286) — (74, 286) Balance, December 31, 202223, 995 $ 2, 399 $ 1, 331, 249 $ (243) $ 837, 501 $ (80, 978) $ 2, 089, 928 **377,244** Issuance of restricted stock and exercise of stock options208 **options383** 15 (5 **32 167 12** , **994** 324) 9,331 — — **4 13** , 022 **193** Tax withholding payments related to net share settlement of equity awards (59 **67**) — — (9 **12** , 350 **876**) — — (9 **12** , 350 **876**) Stock compensation — — 40 **23** , 563 **954** — — — 40 **23** , 563 **954** Other comprehensive income,net of tax — — 5 — — 27 — **13** , 897 27 **880 13** , 902 **880** Net loss **income** — — — — **86** (29 , **870** 655) — **86** (29 , **870** 655) Balance,December 31, 202324 **202021** , **058** 144 $ 2, 414 $ **106 693,068 (39) 808,652 (** 1, 366,493 The accompanying notes are an integral part of these consolidated financial statements. CONSOLIDATED STATEMENTS OF CASH FLOWS Year ended December 31,

~~202220212020CASH~~ ---- **202320222021CASH** FLOWS FROM OPERATING ACTIVITIES: Net (loss) income $ (**29, 655) $ (** 74, 286) $ 103, 135 ~~$ 86, 870~~ Adjustments to reconcile net (loss) income to net cash (used in) provided by operating activities: Depreciation and ~~amortization235~~ **amortization228 , 774 235** , 151 89, 698 ~~85, 631~~ Noncash expense for inventory step- ~~up26~~ **up — 26** , 519 ~~—~~ — Noncash lease ~~expense23~~ **expense21 , 910 23** , 651 9, 594 ~~9, 216~~ Provision for doubtful ~~accounts1~~ **accounts838 1** , 036 345 ~~7, 137~~ Provision for warranty and ~~returns4~~ **returns21 , 582 4** , 902 831 ~~(1, 576)~~ Stock ~~compensation36~~ **compensation40 , 563 36** , 025 27, 341 ~~23, 954~~ Loss ~~(gain)~~ on disposal or write- off of property, plant and equipment2, **109 2,** 010 1, 652 ~~(1, 789) Gain on disposition of assets (374) — —~~ Bond premium ~~amortization264~~ **amortization17 264** 655 ~~231~~ Debt issuance cost amortization6, **814 6,** 972 240 ~~288~~ Change in fair value of contingent earn- out (**16, 247) (** 32, 091) — ~~9, 000~~ Product- related charges — — 3, 380 ~~2, 626~~ Usage of spare ~~parts11~~ **parts17 , 050 11** , 924 13, 046 ~~11, 191 Other~~ **Other8 , 049** (~~103~~ **477**) 2, 582 ~~6, 939~~ Changes in operating assets and liabilities, net of amounts acquired: Accounts ~~receivable~~ **receivable48 , 635** (19, 151) 13, 755 ~~78, 049~~ Inventories (**6, 079) (** 201, 095) 20, 815 ~~19, 196~~ Prepaid expenses and other current ~~assets22~~ **assets11 , 672 22** , 903 (7, 973 ~~) (4, 311~~) Other assets (**24, 695) (** 21, 290) (21, 038) ~~(16, 069)~~ Accounts ~~payable37~~ -- **payable (68, 301) 37** , 472 2, 347 ~~(46, 415)~~ Accrued liabilities (**14, 479) (** 55, 834) 6, 259 ~~(29, 379)~~ Income taxes, including excess tax benefits and deferred income taxes (**82, 356) (** 66, 734) 874 ~~(18, 037)~~ Net cash ~~(used in)~~ provided by **(used in)** operating ~~activities~~ **activities166 , 201** (62, 129) 267, 538 ~~222, 752~~ CASH FLOWS FROM INVESTING ACTIVITIES: Purchases of property, plant and equipment (**83, 893) (** 90, 311) (68, 542 ~~) (92, 005~~) Proceeds from sale of ~~assets989~~ **assets1 , 501 989** 218 ~~6, 176~~ Intangible asset additions (9, **777) (9,** 018) (12, 627 ~~) (8, 385~~) Business acquisitions, net of cash acquired — (1, 844, 164) (14, 452) —Investments in non- marketable equity securities — — (3, 250) —Purchases of investment securities — (3, 397) (10, 034 ~~) (32, 825~~) Proceeds from sale of investment ~~securities36~~ **securities4 , 222 36** , 433 18, 000 ~~28, 900~~ Net cash used in investing activities (**87, 947) (** 1, 909, 468) (90, 687 ~~) (98, 139~~) CASH FLOWS FROM FINANCING ACTIVITIES: Proceeds from issuance of long- term debt, net of lender debt issuance ~~costs1~~ - **costs — 1** , 664, 362 —— Principal repayments of long- term debt (**29, 688) (** 22, 375) —— Payment of third- party debt issuance costs — (2, 177) —— Proceeds from ~~short- term debt — — 150, 000 Repayment of short- term debt — — (150, 000) Proceeds from~~ exercise of stock ~~options8~~ **options4 , 022 8** , 785 9, 372 ~~13, 193~~ Payments on finance leases (**963) (** 680) (607 ~~) (357~~) Payment of contingent earn- out — — (17, 300) — Tax withholding payments related to net share settlement of equity awards (**9, 350) (** 10, 883) (8, 335 ~~) (12, 876~~) Net cash **(used in)** provided by ~~(used in)~~ financing ~~activities1~~ - **activities (35, 979) 1** , 637, 032 (16, 870 ~~) (40~~) Effect of exchange rate changes on ~~cash~~ **cash3 , 163** (9, 478) (3, 251) ~~2, 854~~ NET **INCREASE** (DECREASE) ~~INCREASE~~ IN CASH AND CASH ~~EQUIVALENTS~~ **EQUIVALENTS45 , 438** (344, 043) 156, 730 ~~127, 427~~ CASH AND CASH EQUIVALENTS, beginning of ~~period552~~ -- **period208 , 784 552** , 827 396, 097 ~~268, 670~~ CASH AND CASH EQUIVALENTS, end of period $ **254, 222 $** 208, 784 $ 552, 827 ~~$ 396, 097~~ CONSOLIDATED STATEMENTS OF CASH FLOWS- CONTINUED Year ended December 31, ~~202220212020SUPPLEMENTAL~~ ---- **202320222021SUPPLEMENTAL** DISCLOSURE OF CASH FLOW INFORMATIONCash paid during the year for income taxes $ **35, 809 $** 27, 504 $ 19, 562 ~~$ 31, 628~~ Cash paid during the year for interest $ **95, 913 $** 63, 713 $ 858 ~~$ 1, 753~~ SUPPLEMENTAL DISCLOSURE OF NON- CASH INVESTING ACTIVITIES: Accounts payable for property, plant and equipment $ **6, 570 $** 4, 854 $ 9, 338 ~~$ 2, 211~~ Non- compete agreement with associated contingent earn- out liability $ — $ **— $** 2, 589 ~~$ —~~ Detail of assets acquired and liabilities assumed in acquisitions: Fair value of assets acquired $ 1, 606, 300 $ 4, 592 Cash paid for acquisitions, net of cash acquired (1, 844, 164) (14, 452) Issuance of common stock for acquisitions (575, 975) — Contingent consideration (55, 158) — Goodwill, acquired / adjusted during period1, 462, 752 10, 626 Liabilities assumed / Adjustments to liabilities assumed $ 593, 755 $ 766 ~~ICU MEDICAL, INC. AND SUBSIDIARIESNOTES TO CONSOLIDATED FINANCIAL STATEMENTS~~ NOTE 1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES Nature of Operations ICU Medical, Inc. (" ICU" or" we"), a Delaware corporation, develops, manufactures and sells **innovative medical** ~~infusion systems, infusion consumables and high- value critical care~~ products used in ~~hospital~~ **infusion therapy** , ~~alternate site~~ **vascular access,** and ~~home~~ **vital** care ~~settings~~ **applications** . **ICU' s** ~~Our wide- ranging~~ product portfolio includes **ambulatory, syringe, and large volume** IV ~~solutions, IV smart~~ pumps ~~with pain management~~ and safety software **; technology,** dedicated and non- dedicated IV sets ~~and ,~~ needlefree **IV** connectors ~~designed to help meet clinical, safety and workflow goals. We also manufacture automated pharmacy IV compounding systems with workflow technology, closed systems transfer devices for preparing and administering hazardous IV drugs, and cardiac monitoring systems for critically ill patients. Our recent acquisition of Smiths Medical broadened our product portfolio to include, among other products, syringe and ambulatory pumps~~ , peripheral IV catheters, ~~fluid warming~~ and **sterile IV solutions; closed system transfer devices and pharmacy compounding systems; as well as a range of** respiratory ~~devices~~ , **anesthesia** ~~silicone and PVC tracheotomy tubes. ICU' s business activities are interrelated and leverage shared manufacturing~~ , ~~supply chain~~ **patient monitoring** , ~~IT~~ and ~~other supporting infrastructure~~ **temperature management products** . All significant operating decisions are based on analysis of ICU as a single global business, accordingly **,** we operate in one business segment. We sell the majority of our products globally through our direct sales force and through independent distributors **throughout the U** . ~~Additionally, we~~ **S. and internationally. We also** sell ~~our~~ **certain** products on an original equipment manufacturer basis to other medical device manufacturers. All subsidiaries are wholly owned and are included in the consolidated financial statements. All intercompany accounts and transactions have been eliminated. Results of operations of companies purchased are included from the dates of acquisition. The consolidated financial statements reflect all adjustments, which are normal and recurring in nature, necessary for fair financial statement presentation. These consolidated financial statements were prepared in accordance with accounting principles generally accepted in the U. S. (" GAAP"). Certain reclassifications have been made to the prior year ~~financial statements and~~ footnotes to conform to the presentation used in the current year. In the statements of operations **,** we reclassified interest income to interest ~~(~~expense ~~) income~~ , net from other ~~income (~~expense ~~)~~ , net and in Note 4: Revenues, certain reclassifications were made to revenues disaggregated **by product line and** by geography. These reclassifications had no impact on **total revenues,** net ~~(~~loss ~~) income~~ , shareholder' s equity or cash flows as previously reported

~~. On January 6, 2022, we acquired Smiths Medical 2020 Limited (" Smiths Medical"), see Note 2: Acquisitions. Our consolidated statement of operations includes the results of operations for Smiths Medical from January 7, 2022 through December 31, 2022~~ . Use of Estimates Preparing financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Cash and Cash Equivalents Cash equivalents are short- term, highly liquid investments that are readily convertible to known amounts of cash and have original maturities of three months or less from the date of purchase. ~~Accounts Receivable ICU MEDICAL, INC. AND SUBSIDIARIESNOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)~~ Accounts receivable are stated at net realizable value. An allowance is provided for estimated collection losses based on an assessment of various factors. We consider prior payment trends, the age of the accounts receivable balances, the financial status of our customers and other factors to estimate the cash which ultimately will be received. Such amounts cannot be known with certainty at the financial statement date. We regularly review individual past due balances for collectability. Inventories are stated at the lower of cost or net realizable value with cost determined using the first- in, first- out method. Inventory costs include material, labor and overhead related to the manufacturing of our products. Inventories consist of the following (in thousands): **ICU MEDICAL, INC. AND SUBSIDIARIESNOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)** As of December 31, ~~20222021Raw~~ **20232022Raw** materials $ **296, 037 $** 286, 964 ~~$ 135, 528~~ Work in ~~process73~~ **process58 , 906 73** , 795 ~~36, 490~~ Finished ~~goods335~~ **goods354 , 417 335** , 250 ~~118, 217~~ Total $ **709, 360 $** 696, 009 ~~$ 290, 235~~ Property, plant and equipment consists of the following (in thousands): As of December 31, ~~20222021Machinery~~ ---- **20232022Machinery** and equipment $ **483, 382 $** 414, 811 ~~$ 321, 078~~ Land, building and building ~~improvements274~~ **improvements278 , 251 274** , 063 ~~243~~ **Molds89** , **573** ~~377~~ **77** ~~Molds77~~ , 203 ~~60, 463~~ Computer equipment and ~~software115~~ **software122 , 038 115** , 214 ~~102, 979~~ Furniture and ~~fixtures29~~ **fixtures30 , 662 29** , 876 ~~7, 670~~ Instruments placed with customers (1) **115, 672** 98, 481 ~~97, 384~~ Construction in ~~progress152~~ **progress117 , 219 152** , 909 ~~72, 153~~ Total property, plant and equipment, cost1, **236, 797 1,** 162, 557 ~~905, 104~~ Accumulated depreciation (**623, 888) (** 526, 444) ~~(436, 739)~~ Property, plant and equipment, net $ **612, 909 $** 636, 113 ~~$ 468, 365~~

_____ (1) Instruments placed with customers consist of drug- delivery and monitoring systems placed with customers under operating leases. All property, plant and equipment are stated at cost. We use the straight- line method for depreciating property, plant and equipment over their estimated useful lives. Estimated useful lives are: Buildings15- 30 yearsBuilding improvements15- 30 yearsMachinery and equipment and molds2- 15 yearsFurniture, fixtures and office equipment2- 5 yearsComputer equipment and software3- 5 yearsInstruments placed with customers3- 10 years We capitalize expenditures that materially increase the life of the related assets; maintenance and repairs are expensed as incurred. The costs and related accumulated depreciation applicable to property, plant and equipment sold or retired are removed from the accounts and any gain or loss is reflected in the statements of operations at the time of disposal. Depreciation expense was $ **96. 7 million, $** 95. 8 million ~~,~~ **and** $ 65. 9 million ~~and $ 62. 4 million~~ in **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ , respectively. We test goodwill for impairment on an annual basis in the month of November, or more frequently if an event occurs or circumstances change that would indicate that impairment may exist. In ~~2022~~ **2023** , we bypassed a qualitative assessment and performed a quantitative assessment to determine whether an impairment exists. We determine the fair value of our reporting unit using the income approach and market approach to valuation, as well as other generally accepted valuation methodologies. The income approach utilizes a discounted cash flow analysis using management' s assumptions. The market approach compares our reporting unit to similar companies with the assumption that companies operating in the same industry will share similar characteristics and that company values will correlate to those characteristics. If the carrying amount of the reporting unit exceeds the reporting unit' s fair value, we recognize an impairment loss equal to the difference between the carrying amount and the estimated fair value of the reporting unit. We concluded that there was no impairment of goodwill during fiscal **2023,** 2022, **or** 2021 ~~, or 2020~~ . The following table presents the changes in the carrying amount of our goodwill for **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ (in thousands): TotalBalance as of January 1, ~~2020~~ **2021** ~~$ 31, 245 Other (1) 1, 756 Balance as of December 31, 2020~~ $ 33, 001 Goodwill acquired (~~2~~ **1**) 10, 626 Other (188) Balance as of December 31, 202143, 439 Goodwill (~~3~~ **2**) 1, 469, 880 Other (**3) (7, 128) Disposition (** 4 ~~) (7, 128) Disposition (5~~) (650) Currency translation (56, 283) Balance as of December 31, ~~2022~~ **20221 , 449, 258 Currency translation23, 188 Balance as of December 31, 2023** $ 1, ~~449~~ **472** , ~~258~~ **446** (1 ~~) In 2020," Other" primarily relates to a $ 1. 3 million measurement period adjustment to deferred taxes related to the 2019 acquisition of Pursuit Vascular, Inc. and foreign currency translation. (2~~) In 2021, we acquired a small foreign infusion systems supplier, which resulted in $ 10. 6 million of goodwill. (~~3~~ **2**) Relates to Smiths Medical acquired on January 6, 2022 (see Note 2: Acquisitions). (~~4~~ **3**) Reflects a measurement period adjustment related to the 2021 acquisition of a small foreign infusion systems supplier. (~~5~~ **4**) Relates to the sale of a certain line of infusion products in China. Intangible assets, carried at cost less accumulated amortization and amortized on a straight- lined basis, were as follows (in thousands): Weighted- Average Amortization Lifein YearsDecember 31, ~~2022~~ **2023** CostAccumulatedAmortizationNetPatents10 $ ~~29~~ **33** , ~~998~~ **261** $ ~~18~~ **20** , ~~610~~ **637** $ ~~11~~ **12** , ~~388~~ **624** Customer contracts1210, ~~026~~ **018** 6, ~~443~~ **755** 3, ~~583~~ **263** Non- contractual customer ~~relationships8546~~ **relationships8554** , ~~935 101~~ **982 171** , ~~556 445~~ **279 383** , ~~379~~ **703** Trademarks15, 425 5, 425 — Trade name1518, 251 ~~5~~ **7** , ~~959 12~~ **162 11** , ~~292~~ **089** Developed ~~technology10583~~ **technology10587** , ~~176 108~~ **852 167** , ~~708 474~~ **913 419** , ~~468~~ **939** Non- compete39, 100 ~~5~~ **7** , ~~250 3~~ **450 1** , ~~850~~ **650** Total amortized intangible assets $ 1, ~~202~~ **218** , ~~911~~ **889** $ ~~251~~ **386** , ~~951~~ **621** $ ~~950 832~~ , ~~960~~ **268** Internally developed software * $ ~~31~~ **38** , ~~806~~ **320** $ ~~31~~ **38** , ~~806~~ **320** Total intangible assets $ 1, ~~234~~ **257** , ~~717~~ **209** $ ~~251~~ **386** , ~~951~~ **621** $ ~~982~~ **870** , ~~766~~ **588** * Internally developed software will be amortized when the projects are complete and the assets are ready for their intended use. Weighted- Average Amortization Lifein YearsDecember 31, ~~2021~~ **2022** CostAccumulatedAmortizationNetPatents10 $ ~~27, 429~~ **29 $ 16** , ~~764~~ **998** $ **18, 10 610 $ 11** , ~~665~~ **388** Customer contracts1210, ~~412~~ **026** 6, ~~196 4~~ **443 3** , ~~216~~ **583** Non- contractual customer ~~relationships957~~ **relationships8546** , ~~316 33~~ **935 101** , ~~004 24~~ **556**

445 , ~~312~~ **379** ~~Trademarks4425~~ **Trademarks15 , 425 5,** 425 — Trade name1518, ~~260 4~~ **251 5** , ~~731 13~~ **959 12** , ~~529~~ **292** Developed ~~technology13152 ---~~ **technology10583** , ~~893 49~~ **176 108** , ~~406 103~~ **708 474** , ~~487~~ **468** Non- compete39, 100 ~~2 5~~ , ~~356 6~~ **250 3** , ~~744~~ **850** Total amortized intangible assets $ ~~275~~ **1** , **202** ~~835 $ 112~~ , ~~882~~ **911** $ ~~162~~ **251** , ~~953~~ **951 $ 950, 960** Internally developed software * $ ~~25~~ **31** , ~~358~~ **806** $ ~~25~~ **31** , ~~358~~ **806** Total intangible assets $ ~~301~~ **1** , **234** ~~193 $ 112~~ , ~~882~~ **717** $ ~~188~~ **251** , ~~311~~ **951 $ 982, 766** Amortization expense was $ **132. 1 million, $** 139. 4 million ~~,~~ **and** $ 23. 8 million ~~and $ 23. 2 million~~ in **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ , respectively. As of December 31, ~~2022~~ **2023** , estimated annual amortization for our intangible assets for each of the next five years is approximately (in thousands): ~~2023~~ **2024** $ ~~130~~ **132** , **623** ~~972 2024130, 882 2025123~~ **2025125** , ~~223~~ **149** ~~2026122~~ **2026124** , ~~654~~ **396** 2027114, ~~622~~ **308 2028113, 710** ~~Thereafter328~~ **Thereafter222** , ~~607~~ **082** Total $ ~~950~~ **832** , ~~960~~ **268** Our intangible assets that are not subject to amortization are reviewed annually for impairment or more often if there are indications of possible impairment. We perform our annual intangible assets impairment test in November of each year. We did not have any intangible asset impairments in **2023,** 2022 ~~,~~ **or** 2021 ~~or 2020~~ . Long- Lived Assets We periodically evaluate the recoverability of long- lived assets whenever events and changes in circumstances indicate that the carrying amount of an asset may not be fully recoverable. When indicators of impairment are present, the carrying values of the assets are evaluated in relation to the operating performance and future undiscounted cash flows of the underlying business. The net book value of the underlying asset is adjusted to fair value if the sum of the expected discounted cash flows is less than book value. Fair values are based on estimates of market prices and assumptions concerning the amount and timing of estimated future cash flows and discount rates, reflecting varying degrees of perceived risk. We did not have any long- lived asset impairments in **2023,** 2022 ~~,~~ **or** 2021 ~~or 2020~~ . Investment Securities Short- term investments, exclusive of cash equivalents, are marketable securities intended to be sold within one year and may include trading securities, available- for- sale securities, and held- to- maturity securities (if maturing within one year at the time of acquisition). Long- term investments are marketable securities intended to be sold after one year and may include trading securities, available- for- sale securities, and held- to- maturity securities. Investments in Available- for- sale Securities Our investment securities are considered available- for- sale and ~~currently~~ consist of ~~short and long- term~~ corporate bonds, ~~short- term~~ U. S. treasury securities **,** and ~~long- term~~ government bonds. These securities are considered " investment grade " and are carried at fair value. We assess our investment in available- for- sale debt securities for impairment each reporting period. If an unrealized loss exists, we determine whether any portion of the decline in fair value below the carrying value is credit- related by reviewing several factors, including, but not limited to, the extent of the fair value decline and changes in the financial condition of the issuer. We record an impairment for credit- related losses through an allowance, limited to the amount of the unrealized loss. If we either intend to sell or it is more likely than not we will be required to sell the debt security before its anticipated recovery, any allowance is written off and the amortized cost basis is written down to fair value through a charge against net earnings. Unrealized gains and non- credit- related unrealized losses are recorded, net of tax, in other comprehensive (loss) income. We did not have any investments in available- for- sale debt securities in unrealized loss positions as of December 31, **2023 or** 2022 ~~or 2021~~ . The amortized cost of the debt securities and U. S treasury securities is adjusted for the amortization of premiums computed under the effective interest method. Such amortization is included in interest (expense) income, net in the consolidated statements of operations. Realized gains and losses are accounted for on the specific identification method. There have been no realized gains or losses on the disposal of these investments. The scheduled maturities of ~~the~~ **our current** debt securities are **in** ~~between 2023 and~~ 2024. All short- term investment securities are callable within one year. Our short- term and long- term investments in available- for- sale securities consist of the following (in thousands): As of December 31, **2023Amortized CostUnrealized Holding Gains (Losses) Fair ValueShort- term corporate bonds $ 501 $ — $ 501 Short- term U. S. treasury securities — — — Short- term government bonds — — — Total short- term investment securities501 — 501 Long- term corporate bonds — — — Total investment securities $ 501 $ — $ 501 As of December 31,** 2022Amortized CostUnrealized Holding Gains (Losses) Fair ValueShort- term corporate bonds $ 2, 314 $ — $ 2, 314 Short- term U. S. treasury securities1, 412 — 1, 412 Short- term government bonds498 — 498 Total short- term investment securities4, 224 — 4, 224 Long- term corporate bonds516 — 516 Total investment securities $ 4, 740 $ — $ 4, 740 ~~As of December 31, 2021Amortized CostUnrealized Holding Gains (Losses) Fair ValueShort- term corporate bonds $ 14, 420 $ — $ 14, 420 Long- term corporate bonds4, 620 — 4, 620 Total investment securities $ 19, 040 $ — $ 19, 040~~ Investments in Non- Marketable Equity Securities During the third quarter of 2021, we acquired approximately a 20. 0 % non- marketable equity interest in a nonpublic company and entered into a three- year distribution agreement where we have the exclusive rights to market, sell and distribute the company' s products in exchange for a cash payment of $ 3. 3 million. In addition, we were granted an exclusive license for all of the seller' s intellectual property. At the expiration of the distribution agreement we have the right but not the obligation to acquire the remaining interest in the business. We apply the equity method of accounting for investments when we determine we have a significant influence, but not a controlling interest in the investee. We determine whether we have significant influence by considering key factors such as ownership interest, representation on the board of directors, participation in policy making decisions, business relationship and material intra- entity transactions, among other factors. Our equity method investment is reported at cost and adjusted each period for our share of the investee' s income or (loss) and dividend paid, if any. We eliminate any intra- entity profits to the extent of our beneficial interest. We ~~record our share of the investee' s income or (loss) on a one quarter lag. We~~ report our proportionate share of the investee' s income or (loss) resulting from this investment in other expense, net in our consolidated statements of operations. The carrying value of our equity method investment is reported in other assets on the consolidated balance sheets. We assess our equity method investments for impairment on an annual basis or whenever events or circumstances indicate that the carrying value of the investment may not be recoverable. During **2023 and** 2022 ~~and 2021~~ , there were no indications that our non- marketable equity method investment was impaired. Our recorded share of the investee' s loss was not material for the ~~year~~ **years** ended December 31, **2023 and** 2022 ~~and 2021~~ . We did not receive any dividend distributions from this investment during **2023 and** 2022 ~~and 2021~~ . Our non- marketable equity method investment consists of

the following (in thousands): As of December 31, ~~20222021Equity~~ **20232022Equity** method investment $ 3, **120 $ 3,** 178 ~~$ 3, 238~~ Investments in non- marketable debt securities **In** ~~During the second quarter~~ 2022, we received $ 19. 0 million in proceeds from a promissory note related to an acquired investment as part of the Smiths Medical acquisition. Income Taxes Deferred taxes are determined based on the differences between the financial statements and the tax bases using rates as enacted in the laws. A valuation allowance is established if it is " more likely than not " that all or a portion of the deferred tax assets will not be realized. We recognize interest and penalties related to unrecognized tax benefits in the tax provision. We recognize liabilities for uncertain tax positions when it is more likely than not that a tax position will not be sustained upon examination and settlement with various taxing authorities. Liabilities for uncertain tax positions are measured based upon the largest amount of benefit that is greater than 50 % likely of being realized upon ultimate settlement. We have **accrued for** ~~not recorded any material~~ interest ~~or~~ **and** penalties ~~during any~~ of ~~the years presented~~ **$ 2. 9 million and $ 2. 0 million, respectively, as of December 31, 2023 and $ 2. 2 million and $ 2. 3 million, respectively, as of December 31, 2022** . Foreign Currency Generally, the functional currency of our international subsidiaries is the local currency. Generally, we translate the financial statements of these subsidiaries to U. S. dollars at the exchange rate in effect at the balance sheet date and revenues and expenses are translated at the average monthly exchange rates during the year. Certain of our international subsidiaries consolidate first with another subsidiary that utilizes a functional currency other than U. S. dollars. In those cases, we follow a step by step translation process utilizing the same sequence as the consolidation process. Translation adjustments are recorded as a component of accumulated other comprehensive loss, a separate component of stockholders' equity on our consolidated balance sheets and the effect of exchange rate changes on cash and cash equivalents are reflected on our consolidated statements of cash flows. Gains and losses for transactions denominated in a currency other than the functional currency of the entity are included in our consolidated statements of operations in other expense, net ~~,~~ **(** see ~~below other~~ **Other** expense, net table **below)** . Foreign currency transaction losses (gains), net were $ 5. **9 million, $ 5.** 8 million ~~,~~ **and** $ 1. 0 million ~~and $ 7. 2 million~~ in **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ , respectively. **The chargeback reserve estimates change from period- to- period primarily based on changes in revenue from / and the inventory levels of distributors. Our judgments regarding the information used to calculate the chargeback reserve are consistent from period to period; however, on a regular basis, we evaluate the adequacy of the chargeback reserve to reassess and ensure that the variable consideration is appropriately constrained, and the likelihood of future revenue reversal is not probable.** We ~~recognize~~ **use metrics including chargeback provision as a percentage of gross** ~~revenues~~ **revenue, movements** ~~when we transfer control of promised goods to our customers~~ in **inventory on hand at distributors, trends in accrued versus paid chargebacks** ~~an~~ **and impacts from price** ~~amount that reflects the consideration to which we expect to be entitled in exchange~~ -- **changes** ~~for those goods~~ **and similar metrics** . We **also** offer certain volume- based rebates to **both** our distribution **and end** customers, which we ~~consider~~ **record as** variable consideration when calculating the transaction price. Rebates are offered on both a fixed and tiered / variable basis. In both cases, we use information available at the time ~~and~~ **, including current contractual requirements,** our historical experience with each customer **and forecasted customer purchasing patterns,** to estimate the most likely rebate amount ~~. We also provide chargebacks to distributors that sell to end customers at prices determined under a contract between us and the end customer. Chargebacks are the difference between prices we charge our distribution customers and contracted prices we have with the end customer which are processed as credits to our distribution customers. In estimating the expected value of chargeback amounts for use in determining the transaction price, we use information available at the time, including our historical experience~~ . We also warrant products against defects and have a policy permitting the return of defective products, for which we accrue and expense at the time of sale using information available **at that time** and our historical experience. ~~Our revenues are recorded at~~ **We also provide for extended service- type warranties, which we consider to be separate performance obligations. We allocate a portion of** the **transaction** ~~net sales~~ price **to the extended service- type warranty based on its estimated relative selling price** , **and recognize revenue over the period the warranty service is provided. Arrangements with Multiple Deliverables In certain circumstances, we enter into arrangements in** which **we provide multiple deliverables** ~~includes an estimate for variable consideration related~~ to ~~rebates, chargebacks and product returns. The vast majority of~~ our ~~sales of Infusion Consumables, Infusion Systems, IV Solutions, Critical Care, Vascular Access and Vital Care products are sold on a standalone basis and control of these products transfers to the customer~~ **customers** ~~upon shipment~~ . **These bundled arrangements typically consist of the sale of infusion systems equipment, along with annual software licenses** and related software implementation services, **software maintenance services** ~~as well as infusion consumables, IV solutions~~ and extended warranties. Our most significant judgments related to these arrangements are (i) identifying the various performance obligations and (ii) estimating the relative standalone selling price of each performance obligation, typically using a directly observable method or calculated on a cost plus margin basis method. Revenue related to the bundled equipment, software and software implementation services are typically combined into a single performance obligation and recognized upon implementation. As annual software licenses are renewed, we recognize revenue for the license at a point in time, at the start of each annual renewal period. The transaction price allocated to the extended service- type warranty is recognized as revenue over the period the warranty service is provided. Consumables and solutions are separate performance obligations, recognized at a point in time. Shipping Costs Costs to ship finished goods to our customers are included in cost of goods sold on the consolidated statements of operations. Post- retirement and Post- employment Benefits We sponsor a Section 401 (k) retirement plan (" plan") for employees. Our contributions to our 401 (k) plan were approximately $ **19. 2 million, $** 14. 6 million ~~,~~ **and** $ 11. 0 million ~~and $ 10. 7 million~~ in **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ , respectively. We also have post- retirement and post- employment obligations related to employees located in certain international countries. These obligations are immaterial to our financial statements taken as a whole. The majority of our research and development costs are expensed as incurred. In certain circumstances when an asset will have an alternative future use we capitalize the costs related to those assets. Research and development costs include salaries and related benefits, consulting fees, production supplies, samples, travel costs, utilities and

other miscellaneous administrative costs. The following table presents interest (expense) income, net (in thousands): As of December 31, ~~202220212020Interest~~ ---- **202320222021Interest** expense $ (**102, 727) $ (** 70, 805) $ (858) ~~$ (1, 753)~~ Interest ~~income4~~ **income7 , 508 4** , 430 2, 840 ~~3, 677~~ Interest (expense) income, net $ (**95, 219) $ (** 66, 375) $ 1, 982 ~~$ 1, 924 Other expense, net The following table presents other income (expense), net (in thousands):~~ As of December 31, ~~202220212020Foreign~~ ---- **202320222021Foreign** exchange losses, net $ (5, **918) $ (5,** 780) $ (1, 017) ~~$ (7, 177) (~~ Loss ~~) gain~~ on disposition of assets (**153) (** 2, 554) (1, 651) ~~1, 773~~ Other miscellaneous income, ~~net3~~ **net166 3** , 198 627 ~~2, 812~~ Other expense, net $ (5, **905) $ (5,** 136) $ (2, 041) **The foreign exchange losses in 2023 were primarily related to the devaluation of the Argentine peso. In 2023, other miscellaneous income, net primarily includes** $ **3. 7 million in fees related to our accounts receivable purchase program** (**see Note 17: Accounts Receivable Purchase Program) mostly offset by a business interruption gain. We received total insurance recoveries for property damage and business interruption of $ 3. 1 million, $** 2 **. 6 million of which was related to insurance proceeds for business interruption included within other miscellaneous income** , ~~592)~~ **net. In 2022, other miscellaneous income, net primarily relates to sale of certain other assets.** Net (Loss) Income Per Share Basic net (loss) earnings per share is computed by dividing net (loss) income by the weighted- average number of common shares outstanding for the period. Diluted net (loss) income per share is computed by dividing net (loss) income by the weighted- average number of common shares outstanding plus any dilutive potential securities. Dilutive potential securities include outstanding common stock options and unvested restricted stock units, less the number of shares that could have been purchased with the proceeds from the exercise of the options, using the treasury stock method. Options that are anti- dilutive, where their exercise price exceeds the average market price of the common stock, are not included in the treasury stock method calculation. Restricted stock units that are anti- dilutive are not included in the treasury stock method. Due to the net loss for the ~~year~~ **years** ended December 31, **2023 and** 2022 the inclusion of any potential securities is antidilutive, accordingly, basic and diluted net loss per share is the same for this period. There were 12, 354 ~~and 12, 083~~ anti- dilutive shares in 2021 ~~and 2020, respectively~~. The following table presents the calculation of net earnings per common share (" EPS ") — basic and diluted (in thousands, except per share data): Year ended December 31, ~~202220212020Net~~ **202320222021Net** (loss) income $ (**29, 655) $ (** 74, 286) $ 103, 135 ~~$ 86, 870~~ Weighted- average number of common shares outstanding (basic) **24, 091** 23, 868 21, 206 ~~20, 907~~ Dilutive securities — ~~—~~ 575 ~~684~~ Weighted- average common and common equivalent shares outstanding (diluted) **24, 091** 23, 868 21, 781 ~~21, 591~~ EPS — basic $ (**1. 23) $ (** 3. 11) $ 4. 86 ~~$ 4. 16~~ EPS — diluted $ (**1. 23) $ (** 3. 11) $ 4. 74 ~~$ 4. 02~~ New Accounting Pronouncements Recently Issued Accounting Standards In March 2020, the Financial Accounting Standards Board (" FASB") issued ASU No. 2020- 04, Reference Rate Reform (Topic 848)- Facilitation of the Effects of Reference Rate Reform on Financial Reporting. The amendments in this update provide optional guidance for a limited period of time to ease the potential burden for reference rate reform on financial reporting. Due to concerns about structural risks of interbank offered rates and, particularly, the risk of cessation of the London Interbank Offered Rate (" LIBOR"), regulators around the world have undertaken reference rate reform initiatives to identify alternative reference rates that are more observable or transaction based and less susceptible to manipulation. The amendments in this update apply only to contracts, hedging relationships, and other transactions that reference LIBOR or another reference rate expected to be discontinued as a result of reference rate reform. Optional expedients may be applied to contracts that are modified as a result of the reference rate reform. Modifications of contracts within the scope of Topic 470, Debt, should be accounted for by prospectively adjusting the effective interest rate. Modifications of contracts within the scope of ASC 842, Leases, should be accounted for as a continuation of the existing contracts with no reassessments of the lease classification and the discount rate (incremental borrowing rate). Exceptions to Topic 815, Derivatives and Hedging, results in not having a dedesignation of a hedging relationship if certain criteria are met. The amendments in this ASU were effective for all entities as of March 12, 2020 through December 31, 2022. ASU No. 2022- 06, Reference Rate Reform: Deferral of the Sunset Date of Topic 848 deferred the sunset date of Topic 848 from December 31, 2022 to December 31, 2024. In November 2021, we entered into two forward-starting swaps whereby the variable leg of the swap references LIBOR, these swaps were amended in early 2022 to transition to an alternative reference rate (see Note 7: Derivatives and Hedging Activities). The amendments in this ASU allow for certain expedients that allowed us to assume that our hedged interest payments are probable of occurring regardless of any expected modification in their terms related to reference rate reform and allowed us to continue hedge accounting for a cash flow hedge for which the hedged interest rate risk changes if the hedge is highly effective under ASC 815, Derivatives and Hedging or the optional expedient under this ASU is elected. The impact of these ASU' s on our contracts has not been and is not expected to be material. **In October 2023, the FASB issued ASU 2023- 06, Disclosure Improvements- Codification Amendments in Response to the SEC' s Disclosure Update and Simplification Initiative. The amendments in this update modify the disclosure or presentation requirements of a variety of Topics in the Accounting Standards Codification (" ASC") in response to the SEC' s Release No. 33- 10532, Disclosure Update and Simplification Initiative, and align the ASC' s requirements with the SEC' s regulations. For entities within the scope, the guidance will be applied prospectively with the effective date for each amendment to be the date on which the SEC' s removal of that related disclosure from Regulation S- X or Regulation S- K becomes effective, with early adoption prohibited. If the SEC has not removed the related disclosure from its regulations by June 30, 2027, the amendments will be removed from the Codification and will not become effective. We are currently assessing what impact this guidance will have on the Company' s consolidated financial statements and related disclosures. In November 2023, the FASB issued ASU 2023- 07, Segment Reporting (Topic 280)- Improvements to Reportable Segment Disclosures. The amendments in this update expand disclosures about a public entity' s reportable segments and requires more enhanced information about a reportable segment' s significant expenses, interim segment profit or loss, and a description of how a public entity' s chief operating decision maker uses reported segment profit or loss information in assessing segment performance and allocating resources. The amendments clarify that a single reportable segment entity must apply ASC 280 in its entirety. The update will be**

effective for annual periods beginning after December 15, 2023, and for interim periods within fiscal years beginning after December 15, 2024. This ASU is applicable to our Annual Report on Form 10- K for the fiscal year ended December 31, 2024, and subsequent interim periods, with early application permitted. We are currently assessing the effect of this update on our consolidated financial statements and related disclosures. In December 2023, the FASB issued ASU 2023- 09, Income Taxes (Topic 740)- Improvements to Income Tax Disclosures. The amendments in this update expand disclosures in an entity' s income tax rate reconciliation table and regarding cash taxes paid information. The update will be effective for annual periods beginning after December 15, 2024 and is applicable to our Annual Report on Form 10- K for the fiscal year December 31, 2025, with early application permitted. We are currently assessing the effect of this update on our consolidated financial statements and related disclosures. NOTE 2. ACQUISITIONS On January 6, 2022, we acquired 100 % of the equity interests in Smiths Medical, the holding company of Smiths Group plc' s global medical device business, from Smiths Group International Holdings Limited (" Smiths "). The acquisition of Smiths Medical aligns with our strategic growth plans, enabling us to broaden our product offerings to include syringe and ambulatory infusion devices, vascular access, and vital care products and to strengthen and expand our global market reach. Total cash consideration for the acquisition was $ 1. 9 billion, which was financed with existing cash balances and proceeds from the credit agreement entered into on January 6, 2022 (see Note 11: Long- Term ~~Debt~~ **Obligations**). We also issued share consideration to Smiths of 2. 5 million shares of our common stock. The fair value of the common shares issued to Smiths was determined based on the opening market price of our common stock on the acquisition date. Smiths may be entitled to an additional $ 100. 0 million in cash consideration contingent on our common stock achieving certain price targets for certain periods after closing in accordance with the terms of the Share Sale and Purchase Agreement (the" Purchase Agreement"). In the event that (a) on or prior to the third anniversary of closing the 30- day volume- weighted average price for our common stock, as defined in the Purchase Agreement, equals or exceeds $ 300. 00 per share or (b) on or prior to the fourth anniversary of closing the 45- day volume- weighted average price for our common stock, as defined in the Purchase Agreement, equals or exceeds $ 300. 00 per share (each a" Price Target"), and provided Smiths beneficially owns at least 50. 0 % of the shares of common stock issued at closing at the time the Price Target is achieved, then Smiths will be entitled to receive the additional $ 100. 0 million in cash consideration. The fair value of the contingent consideration was determined using an option pricing model, specifically the Monte Carlo Simulation. In the analysis, the determinants of payout are simulated in a risk neutral framework over a large number of simulation paths. The fair value of the contingent consideration is then calculated as the average present value across all simulated paths. **As of December 31, 2023, the estimated fair value of the contingent earn- out was $ 4. 0 million.** Smiths became a related party to us when we issued 2. 5 million shares of our common stock as partial consideration for the acquisition of Smiths Medical. Additionally, we entered in to a transition services agreement (" TSA") with certain members of Smiths Group, plc. The TSA includes certain information technology, human resource and tax support services for an initial term of twelve months with the option to extend up to 24 months. ~~During~~ **In 2023, we expensed $ 8. 3 million for services provided under the TSA and we had no related open payables as of December 31, 2023. In** 2022, we expensed $ 37. 6 million for services provided under the TSA **and we had $ 5** . ~~As~~ **1 million in related open payables as** of December 31, 2022 ~~, we have $ 5. 1 million in open payables related to the services received under the TSA~~ . Final Price Allocation The following table summarizes the final purchase price and the final allocation of the purchase price related to the assets acquired and liabilities assumed (in thousands): Cash consideration for acquired assets $ 1, 922, 955 Fair value of contingent consideration payable to Smiths53, 520 Issuance of ICU Medical, Inc. common shares: Number of shares issued to Smiths2, 500 Price per share (ICU' s opening market price on the acquisition date) $ 230. 39 Fair value of ICU shares issued to Smiths $ 575, 975 Total Consideration $ 2, 552, 450 Purchase Price AllocationCash and cash equivalents $ 78, 791 Accounts receivables106, 132 Inventories228, 919 Prepaid expenses and other current assets53, 554 Property, plant and equipment206, 333 Operating lease right- of- use assets55, 161 Intangible assets (1) 945, 000 Other assets379 Accounts payable (105, 291) Accrued liabilities (2) (173, 151) Income tax payable (40, 312) Other long- term liabilities (85, 490) Deferred income taxes (187, 455) Total identifiable net assets acquired $ 1, 082, 570 Goodwill- not tax deductible1, 469, 880 Purchase Consideration $ 2, 552, 450 _____ (1) Identifiable intangible assets included $ 510. 0 million of customer relationships, $ 400. 0 million of developed technology, $ 30. 0 million of internally developed software, and $ 5. 0 million of trade mark. The estimated weighted- average amortization period for the total identifiable intangible assets is approximately nine years, and, for each identifiable intangible asset is estimated as follows: eight years for customer relationships, ten years for developed technology, five years for internally developed software, and six months for the trade mark. (2) Accrued liabilities includes, among other things, accrued warranty reserves, accrued restructuring initiatives, accrued salaries and related benefits, deferred revenue and accrued sales and use taxes. The identifiable intangible assets and other long- lived assets acquired have been valued utilizing Level 3 inputs as defined in Note 8: Fair Value Measurements. The fair value of identifiable intangible assets were generally developed using the income approach and are based on critical estimates, judgments and assumptions derived from: analysis of market conditions; discount rate; discounted cash flows; royalty rates; customer retention rates; and / or estimated useful lives. Certain other intangible assets were valued using a cost to replace method, estimating the labor and non- labor costs required to replace the asset under the premise that it was not part of the transaction. Property, plant and equipment was valued with the consideration of remaining economic lives. The raw materials inventory was valued at historical cost and adjusted for any obsolescence which we estimate to approximate replacement cost, the work in process inventory was valued at estimated sales proceeds less costs to complete and costs to sell, and finished goods inventory was valued at estimated sales proceeds less costs to sell. The prepaid expenses and other current assets and assumed liabilities were recorded at their carrying values as of the date of the acquisition, as their carrying values approximated their fair values due to their short- term nature. Unaudited Pro Forma Information Smiths Medical is included in our consolidated results beginning on January 7, 2022. Total revenues and net loss attributable to Smiths Medical for the period from January 7, 2022 to

December 31, 2022 were $ 950. 7 million and $ (74. 3) million, respectively. The net loss figure is an estimate as the results by company are less identifiable due to integration. The following unaudited pro forma financial information presents the combined results of operations of ICU and Smiths Medical as if the acquisition had occurred on January 1, 2021. The pro forma financial information is presented for informational purposes only and is not indicative of the results of operations that would have been achieved if the acquisition had taken place on the date indicated or of results that may occur in the future. Twelve months ended December 31, (In thousands) 20222021Revenues $ 2, 300, 371 $ 2, 509, 830 Net (Loss) Income $ (70, 286) $ 37, 454 The unaudited pro forma results presented above include the impact of the following adjustments: incremental amortization expense on intangible assets acquired of $ 1. 9 million and $ 24. 7 million for the twelve months ended December 31, 2022, and 2021, respectively, incremental interest expense, including amortization of debt discount and debt issuance costs, on the Credit Facilities of $ 1. 2 million and $ 73. 5 million for the twelve months ended December 31, 2022, and 2021, respectively and a $ 27. 4 million expense related to the increase in fair value of inventory for the twelve months ended December 31, 2021. The unaudited pro forma results include IFRS to U. S. GAAP adjustments for Smiths Medical historical results and adjustments for accounting policy alignment, which were materially similar to the Company. Any differences in accounting policies were adjusted to reflect the accounting policies of the Company in the unaudited pro forma results presented. 2021 Acquisitions During November 2021, we acquired a small foreign infusion systems supplier and paid an initial gross cash payment of approximately $ 15. 4 million. In addition to the initial cash consideration, total consideration for the acquisition includes an additional holdback of $ 0. 5 million, to be paid two years from the completion date of the acquisition, and also a potential earn-out payment of up to $ 2. 5 million, consisting of (i) a cash payment of $ 1. 0 million contingent on the achievement of certain revenue targets for the annual period ending December 31, 2022 and, separately, (ii) a cash payment of $ 1. 5 million contingent on certain product- related regulatory certifications obtained by May 26, 2024. The contingent earn- out based on the achievement of certain revenue targets obtained for the annual period ending December 31, 2022 was forfeited at December 31, 2022 as the minimum threshold for earning the earn- out was not met. **As of December 31, 2023, the estimated fair value for the contingent earn- out related to certain product- related regulatory certifications was $ 1. 5 million.** NOTE 3. RESTRUCTURING, STRATEGIC TRANSACTION AND INTEGRATION Restructuring, strategic transaction and integration expenses were $ **41. 3 million, $** 71. 4 million ~~,~~ **and** $ 18. 0 million ~~and $ 28. 4 million~~ in **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~, respectively. Restructuring charges **net of any reversed accruals** were $ ~~9~~ **5**. 7 million, $ **9. 7 million and $** (1. 8) million ~~and $ 7. 9 million~~ in **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~, respectively, and are included in the above restructuring, strategic transaction and integration expenses in our consolidated statement of operations **. In 2023, we incurred restructuring charges primarily related to severance expenses. We adjusted certain facility and severance restructuring accrued balances, shown in the table below under" Other adjustments", to reverse certain accrued balances that will not be utilized** . In 2022, we incurred restructuring charges primarily related to severance in connection with the January 6, 2022 acquisition of Smiths Medical, see Note 2: Acquisitions. In 2021, we adjusted certain facility restructuring liabilities by $ 2. 0 million, shown in the table below under" Other adjustments," to reflect actual amounts owed which resulted in net restructuring credits of $ (1. 8) million. ~~In 2020, restructuring charges were primarily related to severance and costs related to office and other facility closures.~~ The following table summarizes the activity in our restructuring- related accrual by major type of cost (in thousands): Severance Pay and BenefitsRetention and Facility Closure CostsTotalAccrued balance, January 1, ~~2021~~ **2022** ~~$ 1, 858 $ 1, 563 $ 3, 421 Charges incurred140 — 140 Payments (969) — (969) Currency translation (2) 31 29 Other adjustments (1) (528) (1, 429) (1, 957) Accrued balance, December 31, 2021~~ $ 499 $ 165 $ 664 Acquired restructuring charges5, 796 1, 740 7, 536 Charges incurred9, 667 58 9, 725 Payments (11, 083) (268) (11, 351) Currency translation (425) (188) (613) Other adjustments (38) — (38) Accrued balance, December 31, 2022 $ 4, 416 $ 1, 507 $ 5, 923 ~~(~~ **Charges incurred5, 521** 1 **, 189 6, 710 Payments (6, 694**) ~~The~~ **(1, 192) (7, 886) Other adjustments (1) (234) (785) (1, 019) Currency translation (198) 38 (160) Accrued balance, December 31, 2023 $ 2, 811 $ 757 $ 3, 568 (1) Relates to accrued restructuring charges for** estimated ~~liabilities related to a prior year' s~~ facility closure ~~restructuring~~ **costs and severance costs that will not be utilized and** were **reversed during the year** ~~adjusted to actual amounts owed~~. We incurred $ **35. 6 million, $** 61. 7 million ~~,~~ **and** $ 19. 8 million ~~and $ 20. 5 million~~ in strategic transaction and integration expenses in **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~, respectively, which are included in restructuring, strategic transaction and integration expenses in our consolidated statement of operations **. The strategic transaction and integration expenses during 2023 were primarily related to consulting expenses and employee costs incurred to integrate our Smiths Medical business acquired in 2022** . The strategic transaction and integration expenses during 2022 were primarily related to transaction and integration expenses associated with our acquisition of Smiths Medical on January 6, 2022 (see Note 2: Acquisitions) which primarily included legal expenses, bank fees, employee costs and a United Kingdom stamp tax. The strategic transaction and integration expenses during 2021 were related to integration costs associated with acquisitions, the Hospira Infusion Systems (" HIS") earn- out dispute with Pfizer, one- time costs incurred to comply with regulatory initiatives and transaction expenses incurred in connection with entering into a definitive agreement to acquire Smiths Medical. ~~The integration expenses during 2020 were related to the integration of HIS and included expenses for the migration of IT systems at our Austin facility.~~ NOTE 4: REVENUE ~~Following~~ **As part of** the **integration of our** acquisition of Smiths Medical **, we have renamed** our ~~primary~~ **business units and reorganized the** ~~product~~ **products** ~~lines are Infusion~~ **thereunder and, as of January 1, 2023, our business unit structure is composed of** Consumables, Infusion Systems ~~, IV Solutions, Critical Care, Infusion Systems- Smiths Medical, Vascular Access- Smiths Medical~~ and Vital Care ~~- Smiths Medical~~ **. All prior periods herein have been retrospectively conformed to the current presentation** . The vast majority of our sales of these products **within these business units** are made on a stand- alone basis to hospitals and distributors. Revenue is typically recognized upon transfer of control of the products, which we deem to be at point of shipment. **For** ~~However, for~~ purposes of revenue recognition for our software licenses and renewals, we consider the control of these products to be transferred to a customer at a certain point in time; therefore, we recognize revenue at the start of the applicable license term. Payment is

typically due in full within 30 days of delivery or the start of the contract term. Revenue is recorded in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services. We **include variable consideration in net sales only to the extent that a significant reversal in revenue is not probable when the uncertainty is resolved. Our variable consideration includes distributor chargebacks, product returns and end customer rebates with distributor chargebacks representing the majority and subject to the greatest judgment, (see Note 1: Basis of Presentation and Significant Accounting Policies). We also** offer certain volume- based rebates to both our distribution and end customers, which ~~we~~ **is** ~~record~~ **recorded** as variable consideration when calculating the transaction price. Rebates are offered on both a fixed and tiered / variable basis. In both cases, we use information available at the time ~~and~~ **, including current contractual requirements,** our historical experience with each customer **and forecasted customer purchasing patterns,** to estimate the most likely rebate amount ~~. We also provide chargebacks to distributors that sell to end customers at prices determined under a contract between us and the end customer. Chargebacks are the difference between the prices we charge our distribution customers and the contracted prices we have with the end customer which are processed as credits to our distribution customers. In estimating the expected value of chargeback amounts in order to determine the transaction price, we use information available at the time, including our historical experience~~ . We also warrant products against defects and have a policy permitting the return of defective products ~~, for which we accrue and expense at the time of sale using information available at that time and our historical experience~~ . We also provide for extended service- type warranties, which we consider to be separate performance obligations. We allocate a portion of the transaction price to the extended service- type warranty based on its estimated relative selling price, and recognize revenue over the period the warranty service is provided. **See Note 1. Basis of Presentation** ~~Our revenues are recorded at the net sales price, which includes an~~ **and** ~~estimate~~ **Significant Accounting Policies** for **further discussion** ~~variable consideration related to rebates, chargebacks and product returns~~ . Arrangements with Multiple Performance Obligations We also enter into arrangements which include multiple performance obligations, (see Note 1: Basis of Presentation and Summary of Significant Accounting Policies). The most significant judgments related to these arrangements include: • Identifying the various performance obligations of these arrangements. • Estimating the relative standalone selling price of each performance obligation, typically using a directly observable method or calculated on a cost plus margin basis method. Revenue disaggregated The following table represents our revenues disaggregated by product line (in thousands) and our disaggregated product line revenue as a percentage of total revenue: Year ended December 31, ~~202220212020Product~~ ---- **202320222021Product** lineRevenue % of RevenueRevenue % of RevenueRevenue % of ~~RevenueInfusion Consumables~~ **RevenueConsumables** $ ~~566~~ **969** , ~~617 25~~ **129 43 % $ 974, 993 43** % $ 555, 189 42 % ~~$ 473~~ **Infusion Systems629** , ~~740 37~~ **043 28** % **617** ~~Infusion Systems351~~ , ~~080 15~~ **435 27** % 352, 321 27 % ~~359~~ **Vital Care660** , ~~691 28~~ **954 29** % **687** ~~IV Solutions363~~ , ~~472 16~~ **569 30** % ~~359~~ **408** , **798** ~~477 27 % 388, 971~~ 31 % **Total Revenues $** ~~Critical Care47, 330~~ 2 **, 259, 126 100** % ~~49, 321 4 % 48, 602 4 % Infusion Systems- Smiths Medical340, 124 15 % — nm — nmVascular Access- Smiths Medical326, 765 14 % — nm — nmVital Care- Smiths Medical284, 609 13 % — nm — nmTotal Revenues~~ $ 2, 279, 997 100 % $ 1, 316, 308 ~~100 % $ 1, 271, 004~~ 100 % We report revenue on a" where sold" basis, which reflects the revenue within the country or region in which the ultimate sale is made to our external customer. The following table represents our revenues disaggregated by geography (in thousands): Year ended December 31, ~~Geography202220212020United~~ ---- **Geography202320222021United** States $ 1, **440, 017 $ 1,** 460, 069 $ 941, 809 ~~$ 910, 627~~ Europe, the Middle East and ~~Africa367~~ - **Africa373 , 571 367** , 411 147, 488 ~~132~~ **Asia- Pacific241** , ~~763 APAC257~~ **699 257** , 208 85, 692 ~~79, 610~~ Other ~~Foreign195~~ **Foreign203, 839 195** , 309 141, 319 ~~148, 004~~ Total Revenues $ 2, **259, 126 $ 2,** 279, 997 $ 1, 316, 308 ~~$ 1, 271, 004~~ Domestic sales accounted for 64 %, **64 % and** 72 % ~~and 72 %~~ of total revenue in **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ , respectively. International sales accounted for 36 %, **36 % and** 28 % ~~and 28 %~~ of total revenue in **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ , respectively. Contract balances Our contract balances (deferred revenue) are recorded in accrued liabilities and other long- term liabilities in our consolidated balance sheet (see Note 10: Accrued Liabilities and Other Long- term Liabilities). The following table presents the changes in our contract balances for the years ended December 31, **2023 and** 2022 ~~and 2021~~ , (in thousands): Contract LiabilitiesBeginning balance, January 1, ~~2021~~ **2022** $ ~~(6, 430) Equipment revenue recognized10, 048 Equipment revenue deferred due to implementation (13, 725) Software revenue recognized7, 261 Software revenue deferred due to implementation (4, 615) Ending balance, December 31, 2021~~ (7, 461) Fair value of acquired deferred revenue (51, 245) Equipment revenue recognized32, 252 Equipment revenue deferred due to implementation (20, 332) Software revenue recognized16, 277 Software revenue deferred due to implementation (17, 557) Government grant deferred revenue (3, 729) Government grant recognized1, 514 Other deferred revenue (1, 500) Other deferred revenue recognized5, 915 Ending balance, December 31, 2022 ~~$~~ (45, 866) **Equipment revenue recognized34, 121 Equipment revenue deferred due to implementation (35, 868) Software revenue recognized18, 526 Software revenue deferred due to implementation (19, 947) Government grant deferred revenue (944) Government grant recognized3, 684 Other deferred revenue (1, 924) Other deferred revenue recognized6, 041 Ending balance, December 31, 2023 $ (42, 177)** During ~~2022~~ **2023** , we recognized $ ~~7~~ **29** . ~~5~~ **8** million in revenue that was included in the opening contract balances as of December 31, ~~2021~~ **2022** . As of December 31, ~~2022~~ **2023** , revenue from remaining performance obligations is as follows **(in thousands)** : Recognition Timing ~~(in thousands)~~ < 12 Months > 12 MonthsEquipment revenue $ (~~15~~ **17** , ~~144~~ **749**) $ (~~982~~ **24**) Software revenue (~~8~~ **10** , ~~277~~ **062**) (**763** ~~1, 026~~) Government grant revenue (1 ~~, 422~~) (~~12~~ **2** , ~~797~~ **064) (9, 415**) Other deferred revenue ~~*~~ (**2** ~~4, 784~~) (1, ~~434~~ **717) (383**) Total $ (~~29~~ **31** , ~~627~~ **592**) $ (~~16~~ **10** , ~~239~~ **585**) ~~*~~ **(1) The government grant deferred income is amortized over the life of the related depreciable asset as a reduction to depreciation expense. (2)** Other deferred revenue includes pump development programs, purchased training and extended warranty. Costs to Obtain a Contract with a Customer As part of the cost to obtain a contract, we may pay incremental commissions to sales employees upon entering into a sales contract. Under ASC Topic 606, we have elected to expense these costs as incurred as the period of benefit is less than one year. Practical expedients and exemptions In addition to the practical expedient applied to sales commissions, under ASC Topic 606, we elected to apply the practical expedient for shipping and

handling costs incurred after the customer has obtained control of a good. We will continue to treat these costs as a fulfillment cost rather than as an additional promised service. NOTE 5. LEASES We determine if an arrangement is a lease at inception. Our operating lease assets are separately stated in operating lease right- of- use (" ROU") assets and our financing lease assets are included in other assets on our consolidated balance sheets. Our lease liabilities are included in accrued liabilities ~~,~~ and other long- term liabilities on our consolidated balance sheets. We have elected not to recognize an ROU asset and lease liability for leases with terms of twelve months or less. Lease ROU assets and lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. Most of our leases do not provide an implicit rate, therefore we use our incremental borrowing rate, which is the rate incurred to borrow on a collateralized basis over a similar term based on the information available at commencement date. Our lease ROU assets exclude lease incentives and initial direct costs incurred. Our lease terms include options to extend when it is reasonably certain that we will exercise that option. All of our leases have stated lease payments, which may include fixed rental increases. Our leases are for corporate, research and development and sales and support offices, **manufacturing and** distribution facilities, device service centers and certain equipment. Our leases have original lease terms of one year to fifteen years, some of which include options to extend the leases for up to an additional five years. For all of our leases, we do not include optional periods of extension in our current lease terms for the exercise of options to extend is not reasonably certain. The following table presents the components of our lease cost (in thousands): Year ended December 31, ~~202220212020Operating~~ ---- **202320222021Operating** lease cost $ **24, 024 $** 22, 038 $ 11, 251 ~~$ 11, 284~~ Finance lease cost — ~~interest112~~ - **interest125 112** 122 ~~91~~ Finance lease cost — reduction of ROU ~~asset712~~ - - **asset1, 035 712** 648 ~~383~~ Short- term lease ~~cost7~~ **cost29 7** 14 ~~263~~ Total lease cost $ **25, 213 $** 22, 869 $ 12, 035 ~~$ 12, 021~~ Interest expense on our finance leases is included in interest expense, net in our consolidated statements of operations. The reduction of the operating and finance ROU assets is included as noncash lease expense in **costs of goods sold and** selling, general and administrative expenses in our consolidated statements of operations. The following table presents the supplemental cash flow information related to our leases (in thousands): Year ended December 31, ~~202220212020Cash~~ ---- **202320222021Cash** paid for amounts included in the measurement of lease liabilities: Operating cash flows from operating leases (1) $ **24, 604 $** 25, 225 $ 11, 256 ~~$ 10, 185~~ Operating cash flows from finance leases $ **125 $** 112 $ 122 ~~$ 91~~ Right- of- use assets obtained in exchange for lease obligations: Operating leases $ **15, 873 $** 5, 994 $ 2, 589 ~~$ 20, 847~~ Finance leases $ **1, 028 $** 715 $ 558 ~~$ 3, 062~~ (1) ~~We~~ **In January 2022, we** acquired $ 55. 2 million of operating right- of- use assets as part of the Smiths Medical acquisition, see Note 2: Acquisitions. The following table presents the supplemental balance sheet information related to our operating leases (in thousands, except lease term and discount rate): As of December 31, ~~20222021Operating~~ ---- **20232022Operating** leasesOperating lease right- of- use assets $ **69, 909 $** 74, ~~864 $ 39, 847Accrued~~ - **864Accrued** liabilities $ **20, 161 $** 18, ~~169 $ 9, 009Other~~ **169Other** long- term ~~liabilities60~~ **liabilities52** , ~~91633~~ **97260** , ~~971Total~~ - **916Total** operating lease liabilities $ **73, 133 $** 79, ~~085 $ 42, 980Weighted~~ **085Weighted** - Average Remaining Lease TermOperating ~~leases6~~ **leases5 . 6 years6** . 1 ~~years5. 9~~ yearsWeighted- Average Discount RateOperating leases4. ~~34~~ **31** % 4. ~~98~~ **34** % The following table presents the supplemental balance sheet information related to our finance leases (in thousands, except lease term and discount rate): As of December 31, ~~20222021Financ~~ **20232022Finance** leasesFinance lease right- of- use assets $ 2, ~~598~~ **707** $ 2, ~~673Accrued~~ **598Accrued** liabilities $ ~~816~~ **860** $ ~~643Other~~ -- **816Other** long- term liabilities1, ~~8552~~ **9541** , ~~067Total~~ **855Total** finance lease liabilities $ 2, ~~671~~ **814** $ 2, ~~710Weighted~~ - **671Weighted** - Average Remaining Lease TermFinance leases4. **1 years4.** 8 ~~years5. 6~~ yearsWeighted- Average Discount RateFinance leases4. **93 % 4.** 23 % ~~4. 28 %~~ As of December 31, ~~2022~~ **2023** , the maturities of our operating and finance lease liabilities for each of the next five years are approximately (in thousands): Operating LeasesFinance ~~Leases2023~~ **Leases2024** $ **22,** ~~21~~ **291** ~~, 800~~ $ **977** ~~914 202417, 786 657 202512~~ **202516** , ~~699 442~~ **409 763** ~~202611~~ **202614** , ~~297 322 20277~~ **095 639 202710** , ~~830~~ **150 291 20285, 735** 189 ~~Thereafter17~~ **Thereafter13** , ~~346 426~~ **041 236** Total Lease ~~Payments88~~ **Payments81** , ~~758 2~~ **721 3** , ~~950~~ **095** Less imputed interest (~~9~~ **8** , ~~673~~ **588**) (~~279~~ **281**) Total $ ~~79~~ **73** , ~~085~~ **133** $ 2, ~~671~~ **814** NOTE 6. SHARE- BASED AWARDS We have a stock incentive plan for employees and directors and an employee stock purchase plan **, however, the employee stock purchase plan was suspended in 2017** . Shares to be issued under these plans will be issued either from authorized but unissued shares or from treasury shares. We incur stock compensation expense for stock options, restricted stock units (" RSU") ~~,~~ **and** performance restricted stock units (" PRSU") ~~and in years prior to 2018 stock purchased under our employee stock purchase plan (" ESPP"), which was suspended in 2017~~ . We receive a tax benefit on stock compensation expense and direct tax benefits from the exercise of stock options and vesting of restricted stock units. We also have indirect tax benefits upon exercise of stock options and vesting of restricted stock units related to research and development tax credits which are recorded as a reduction of income tax expense. The table below summarizes compensation costs and related tax benefits (in thousands): Year ended December 31, ~~(In thousands)~~ ~~202220212020Stock~~ ---- **202320222021Stock** compensation expense $ **40, 563 $** 36, 025 $ 27, 341 ~~$ 23, 954~~ Tax benefit from stock- based compensation cost $ **5, 379 $** 4, 636 $ 6, 391 ~~$ 5, 564~~ Indirect tax benefit $ **— $** 749 $ 285 ~~$ 1, 203~~ As of December 31, ~~2022~~ **2023** , we had $ 43. ~~0~~ **1** million of unamortized stock compensation cost which we will recognize as an expense over a weighted- average period of approximately 0. ~~8~~ **9** years. Stock Option Plans Our 2011 Stock Incentive Plan (" 2011 Plan") replaced our 2003 Stock Option Plan (" 2003 Plan"). Our 2011 Plan initially had 650, 000 shares available for issuance, plus the remaining available shares for grant from the 2003 Plan and any shares that were forfeited, terminated or expired that would have otherwise returned to the 2003 Plan. In **years** 2012, 2014 ~~and~~ **,** 2017 **and 2023** , our stockholders approved amendments to the 2011 plan that increased the shares available for issuance by ~~3~~ **a total of 5** , ~~275~~ **461** , 000, bringing the initial shares available for issuance to ~~3~~ **6** , ~~925~~ **111** , 000, plus the remaining 248, 700 shares that remained available for grant from the 2003 Plan. As of December 31, ~~2022~~ **2023** , the 2011 Plan has ~~4~~ **6** , ~~188~~ **374** , 300 shares of common stock reserved for issuance to employees, which includes 263, 300 shares that transferred from the 2003 Plan. Shares issued as options or stock appreciation rights (" SARs") are charged against the 2011 Plan' s share reserve as one share for one share issued. Shares subject to awards other than options and SARs are charged against the 2011 Plan' s share reserve as 2. 09 shares

for 1 share issued. Options may be granted with exercise prices at no less than fair market value at date of grant. Options granted under the 2011 Plan may be" non- statutory stock options" which expire no more than ten years from date of grant or" incentive stock options" as defined in Section 422 of the Internal Revenue Code of 1986, as amended. Time- based Stock Options To date, all options granted under 2011 Plan and 2003 Plan have been non- statutory stock options. The majority of the time- based outstanding employee option grants vested 25 % after one year from the grant date and the balance vested ratably on a monthly basis over 36 months. The outstanding employee option grants are all fully vested. The majority of the outstanding options granted to non- employee directors vest one year from the grant date. The options generally expire 10 years from the grant date. The fair value of time- based option grants is calculated using the Black- Scholes option valuation model. The expected term for the option grants was based on historical experience and expected future employee behavior. We estimate the volatility of our common stock at the date of grant based on the historical volatility of our common stock, based on the average expected exercise term. The table below summarizes the total time- based stock options granted, total valuation and the weighted- average assumptions (dollars **and shares** in thousands, except per option amounts): Year ended December 31, ~~202220212020Number~~ ---- **20222021Number** of time- based options granted7, 620 7, 910 ~~7, 190~~ Grant- date fair value of options granted ~~(in thousands)~~ $ 540 $ 528 ~~$ 425~~ Weighted- average assumptions for stock option valuation: Expected term (years) 5. 55. ~~55.~~ 5Expected stock price volatility36. 0 % 35. 0 % ~~35. 0 %~~ Risk- free interest rate3. 0 % 0. 9 ~~% 0. 4~~ % Expected dividend yield — % — % ~~— %~~ Weighted- average grant- price per option $ 185. 79 $ 200. 07 ~~$ 181. 99~~ Weighted- average grant- date fair value per option $ 70. 86 $ 66. 78 ~~$ 59~~ **There were no stock options granted during the year ended December 31, 2023** . ~~09~~ A summary of our stock option activity as of and for the year ended December 31, ~~2022~~ **2023** is as follows: SharesWeighted- Average Exercise Price Per ShareWeighted- Average Contractual Life (Years) Aggregate Intrinsic Value (in thousands) Outstanding at December 31, ~~2021663~~ **2022527** , ~~098~~ **461** $ ~~74. 75 Granted7, 620 $ 185.~~ 79 **. 94 Granted — $ —** Exercised (~~142~~ **67** , ~~772~~ **633**) $ ~~61~~ **59** . ~~53~~ **47** Forfeited or expired ~~—~~ **(485)** $ ~~—~~ **60. 01** Outstanding at December 31, ~~2022527~~ **2023459** , ~~461~~ **828** $ ~~79~~ **82** . ~~94 2~~ **95 1** . ~~0~~ **1** $ ~~42~~ **11** , ~~708~~ **856** Exercisable at December 31, ~~2022519~~ **2023459** , ~~841~~ **828** $ ~~78~~ **82** . ~~39 2~~ **95 1** . ~~0~~ **1** $ ~~42~~ **11** , ~~708~~ **856** Vested and expected to vest, December 31, ~~2022527~~ **2023459** , ~~461~~ **828** $ ~~79~~ **82** . ~~94~~ **95** 1. ~~9~~ **1** $ ~~42~~ **11** , ~~708~~ **856** The intrinsic values for options exercisable, outstanding and vested or expected to vest at December 31, ~~2022~~ **2023** are based on our closing stock price of $ ~~157~~ **99** . ~~48~~ **74** at December 31, ~~2022~~ **2023** and are before applicable taxes. The following table presents information regarding stock option activity **(in thousands)** : Year ended December 31, ~~(In thousands) 202220212020Intrinsic~~ ---- **202320222021Intrinsic** value of options exercised $ **8, 441 $** 17, 340 $ 27, 534 ~~$ 32, 915~~ Cash received from exercise of stock options $ **4, 022 $** 8, 785 $ 9, 372 ~~$ 13, 193~~ Tax benefit from stock option exercises $ **1, 733 $** 3, 637 $ 5, 092 ~~$ 5, 179~~ Stock Awards **In 2023, we granted PRSUs to our executive officers. For the executive officers other than the Chief Executive Officer (" CEO"), Chief Operations Officer (" COO"), the Chief Financial Officer (" CFO") and the Corporate Vice President, General Counsel (" CVP, GC"), the PRSUs will vest as to one- third of the total number of PRSUs underlying the award on the first, second and third anniversaries of the applicable grant date, subject to a determination by the CEO and Compensation Committee that the officers have met their individual performance goals for the applicable year and continued service through such vesting date. For the CEO, COO, the CFO, and the CVP, GC, the PRSUs will cliff- vest on March 15, 2026, subject to continued service through such vesting date and the achievement of minimum three- year adjusted revenue and Adjusted EBITDA compound annual growth rates, commencing on January 1, 2023 and ending on December 31, 2025, which when reviewed against a predetermined vesting matrix could result in the vesting of 0 % to 250 % of the awarded PRSUs.** In 2022, we granted our annual PRSUs to our executive officers and certain other non- executive employees. These PRSUs will cliff- vest on March 7, 2024 **,** subject to **continued service through such vesting date and** the achievement of net synergy savings targets related to the Smiths Medical acquisition achieved during the performance period commencing on January 1, 2022 and ending on December 31, 2023, which when reviewed against predetermined targets could result in **the vesting of** 0 % to 200 % of the awarded **PRSUs** ~~units that could vest~~ . We also granted certain other one- off PRSU awards to non- executive employees with various performance requirements, whereby the **PRSUs** ~~performance shares~~ will be earned if the minimum requirements are met within a specified time period. **The performance period related to the annual 2022 PRSUs ended on December 31, 2023 and is subject to the Compensation Committee review and determination that between 0 % and 200 % of the PRSUs awarded were earned based on the actual net synergy savings related to the Smiths Medical acquisition achieved during the performance period.** In 2021, we granted PRSUs to our executive officers. For the executive officers other than the ~~Chief Executive Officer (" CEO ")~~, ~~Chief Operations Officer (" COO ")~~ and the ~~Chief Financial Officer (" CFO ")~~, the PRSUs will vest ~~subject~~ **as** to ~~a~~ **one- third of** ~~three~~ -- **the** ~~- year time vesting~~ **total number of PRSUs underlying the award on the first, second** and ~~further~~ **third anniversaries of the applicable grant date,** subject to a determination by the **CEO and** Compensation Committee that the officers have met their individual performance goals for the applicable years **and continued service through such vesting date** . For the CEO, COO and the CFO, the **PRSUs** ~~performance shares~~ will cliff- vest ~~ending~~ on March ~~6~~ **8** , 2024 **,** ~~and further be~~ subject to **continued service through such vesting date and** the achievement of minimum three- year cumulative **adjusted** revenue **dollar target frowth rate** and **adjusted** EPS **dollar target growth rate** targets, commencing on January 1, 2021 and ending on December 31, 2023, which when reviewed against a predetermined vesting matrix could result in **the vesting of** 0 % to 250 % of the awarded ~~units~~ **PRSUs. In February 2022, the Compensation Committee made the determination** that ~~could vest. In 2020, we granted PRSUs to our executive officers. For~~ the executive officers other than the CEO, **CFO and** COO ~~and the CFO, the PRSUs will vest subject to a three- year time vesting and further subject to a determination by the Compensation Committee that the officers have met their individual performance goals for the applicable years. For the CEO, COO and the CFO, the performance shares will cliff- vest ending on March 6, 2023 and further be subject to the achievement of minimum three- year cumulative revenue and EPS targets, which when reviewed against a predetermined vesting matrix could result in 0 % to 250 % of the awarded units that could vest. On February 15, 2021, the~~

~~Compensation Committee made the determination that the executive officers other than the CEO, COO and CFO~~ met their individual performance goals for 2021, therefore one- third of their ~~2020~~ **2021** ~~PRSU~~ **PRSUs** ~~shares~~ awarded vested during ~~2021~~ **2022** . Additionally, during February 2021,..... amortization period from the date of modification . In February 2023, the Compensation Committee made the determination that the executive officers other than the CEO, CFO and COO met their individual performance goals for 2022, therefore ~~a~~ **one-** third of their ~~2020~~ **2021** ~~PRSU~~ **PRSUs** ~~shares~~ awarded vested during 2023. The performance period related to the ~~2020~~ **final third of the PRSUs awarded to the executive officers other than the** CEO **, CFO** and COO **ended on December 31, 2023 and is subject to the Compensation Committee review and determination that the PRSUs will be earned at 100 % of the awarded PRSUs based on whether the officers met their individual performance goals for 2023. The performance period related to the 2021 CEO, COO and CFO** PRSUs ended on December 31, ~~2022~~ **2023** and is subject to the Compensation Committee review and determination **that between 0 % and 250 %** of ~~shares~~ **the awarded PRSUs will be** earned based on the **actual** ~~Cumulative~~ **cumulative adjusted** revenue **dollar target growth rate** and **adjusted** EPS ~~results~~ **dollar target growth rate** achieved during the performance period. In ~~2019~~ **2020** , we granted PRSUs to our executive officers. For the executive officers other than the CEO **,** ~~and the~~ COO **and the CFO** , the PRSUs vested ~~subject~~ **as** to ~~a~~ **one- third of** ~~three~~ -- **the** ~~- year time vesting~~ **total number of PRSUs underlying the award on the first, second** and ~~further~~ **third anniversaries of the applicable grant date,** subject to a determination by the **CEO and** Compensation Committee that the officers had met their individual performance goals for the applicable years **and continued service through such vesting date** . For the CEO **,** ~~and the~~ COO ~~,~~ **and** the ~~performance shares were to~~ **CFO, the PRSUs** cliff- ~~vest~~ **vested** on March 6, ~~2022~~ **2023** ~~,~~ **and were further** ~~subject~~ **subjected** to **continued** ~~the achievement of a minimum Cumulative Adjusted EBITDA and continuous~~ service through **such** ~~that date. If for the three year period ending on December 31, 2021 the Cumulative Adjusted EBITDA had a growth of at least 6 % to 8 %, 50 % of the awarded units would have vested. If on the~~ vesting date **and the achievement of minimum** ~~the~~ **three - year** ~~Cumulative~~ **cumulative** ~~Adjusted~~ **adjusted** ~~EBITDA had a~~ **revenue dollar target** growth ~~of between 8~~ **rate and adjusted EPS dollar target growth rate targets, which when reviewed against a predetermined vesting matrix could have resulted in the vesting 0** % to ~~10~~ **250** % ~~, 100 %~~ of the awarded ~~units would have vested. If on the vesting date the Cumulative Adjusted EBITDA has a growth of over 10 %, 200 % of the awarded units would have vested. In 2019, we also granted~~ PRSUs ~~to one of our non- executive employees. These PRSUs vested at the end of a three- year period ending on March 31, 2022, based on meeting certain minimum performance goals~~ . In February ~~2022~~ **2021** , the Compensation Committee made the determination that the executive officers other than the CEO **.** Additionally,during February 2021,the Compensation Committee,modified the potential vesting percentages related to the 2020 PRSU awards for the CEO,COO and CFO,as the original potential percentages were established immediately before the onset of the COVID- 19 pandemic.The Compensation Committee determined to adjust the CEO,COO and CFO' s potential to earn from between 0 % and 250 % of the ~~awarded~~ -- **award** ~~PRSUs~~ **granted** ,to an increased potential to earn between 50 % and 300 % of the award granted,subject to the same minimum threshold revenue and EPS targets ~~set forth above~~ to be achieved by the Company.The additional compensation expense as a result of modifying the 2020 PRSUs granted to our CEO,COO and CFO totaled $ 2.1 million recognized over the remaining amortization period from the date **of modification** and COO met their individual performance goals for 2022, therefore ~~,~~ the final third of their **2020 PRSUs awarded vested during 2023. The performance period related to the 2020 CEO, COO and CFO PRSUs ended on December 31, 2022 and in February 2023 the Compensation Committee determined that 188 % of the awarded PRSUs were earned based on the actual cumulative adjusted revenue dollar growth rate and adjusted EPS dollar target growth rate achieved during the performance period. In** 2019 **, we granted** ~~PRSU~~ **PRSUs** ~~shares~~ **to our executive officers. For the executive officers other than the CEO and the COO, the PRSUs vested as to one- third of the total number of PRSUs underlying the award on the first, second and third anniversaries of the applicable grant date, subject to a determination by the CEO and Compensation Committee that the officers had met their individual performance goals for the applicable years and continued service through such vesting date. For the CEO and the COO, the PRSUs were to cliff- vest on March 6, 2022, subject to continued service through such vesting date and the achievement of a minimum Cumulative Adjusted EBITDA growth target over the performance period. If, for the three- year period ending on December 31, 2021, the Cumulative Adjusted EBITDA had a growth of at least 6 % to 8 %, 50 % of the awarded PRSUs would have vested. If, on the vesting date, the Cumulative Adjusted EBITDA had a growth of between 8 % to 10 %, 100 % of the awarded PRSUs would have vested. If, on the vesting date, the Cumulative Adjusted EBITDA had a growth of over 10 %, 200 % of the awarded PRSUs would have vested. In 2019, we also granted PRSUs to one of our non- executive employees. These PRSUs vested at the end of a three- year period ending on March 31, 2022, based on meeting certain minimum performance goals. In February 2020, the Compensation Committee made the determination that the executive officers other than the CEO and COO met their individual performance goals for 2019, therefore, one- third of their 2019 PRSUs awarded vested during 2020. In February 2021, the Compensation Committee made the determination that the executive officers other than the CEO and COO met their individual performance goals for 2020, therefore, one- third of their 2019 PRSUs awarded vested during 2021. In February 2022, the Compensation Committee made the determination that the executive officers other than the CEO and COO met their individual performance goals for 2021, therefore, the final third of their 2019 PRSUs** awarded vested during 2022. The performance period related to the 2019 CEO and COO PRSUs ended on December 31, 2021 and in February 2022 the Compensation Committee determined that zero PRSUs were earned based on the actual Cumulative Adjusted EBITDA **growth** achieved during the performance period. In 2018, we granted PRSUs to our executive officers. For the executive officers other than the CEO and the COO, the PRSUs were vested ~~subject~~ **as** to ~~a~~ **one- third of** ~~three~~ -- **the** ~~- year time vesting~~ **total number of PRSUs underlying the award on the first, second** and ~~further~~ **third anniversaries of the applicable grant date,** subject to a determination by the **CEO and** Compensation Committee that the officers have met their individual performance goals for the applicable year **and continued service through**

such vesting date . For the CEO and the COO, the **PRSUs** ~~performance shares were to~~ cliff- ~~vest~~ **vested** ending on February 15, 2021 **,** subject to **continued service through such vesting date and** the achievement of a minimum Cumulative Adjusted EBITDA **growth target over the performance period** . If **,** for the three **-** year period ending on December 31, 2020 **,** the Cumulative Adjusted EBITDA had a growth of at least 6 % to 8 %, 50 % of the awarded ~~units~~ **PRSUs** would vest. If **,** on the vesting date **,** the Cumulative Adjusted EBITDA had a growth of between 8 % to 10 %, 100 % of the awarded ~~units~~ **PRSUs** would vest. If **,** on the vesting date **,** the Cumulative Adjusted EBITDA had a growth of over 10 %, 200 % of the awarded ~~units~~ **PRSUs** would vest. ~~On~~ **In** February ~~15, 2021~~ **2019 , the Compensation Committee made the determination that six of the eight executive officers other than the CEO and COO who received a 2018 PRSU award met their individual performance goals for 2018, therefore, one- third of the 2018 PRSUs awarded for those executives vested during 2019. In February 2020** , the Compensation Committee made the determination that the executive officers other than the CEO and COO met their individual performance goals for ~~2021~~ **2019** , therefore, one- third of their 2018 ~~PRSU~~ **PRSUs awarded vested during 2020. The two executive officers who did not earn one- third of the PRSUs awarded during the 2018 performance period additionally earned those** shares **in 2019. In February 2021, the Compensation Committee made the determination that the executive officers other than the CEO and COO met their individual performance goals for 2020, therefore, the final third of their 2018 PRSUs** awarded vested during 2021. Also ~~on~~ **in** February ~~15,~~ 2021, the Compensation Committee determined that based on the actual Cumulative Adjusted EBITDA **growth** achieved during the performance period **,** the CEO and COO' s 2018 PRSUs were earned at 100 % of the ~~awards~~ **PRSUs** granted ~~. In 2017, we granted PRSUs to our executive officers. The PRSUs were scheduled to vest, if at all, upon the achievement of a minimum Cumulative Adjusted EBITDA, subject to a three- year cliff vesting ending on December 31, 2019. If at that date, our Cumulative Adjusted EBITDA was at least $ 600 million but less than $ 650 million, 100 % of the awarded units would vest. If our Cumulative Adjusted EBITDA was at least $ 650 million but less than $ 700 million, 200 % of the awarded units would vest. If our Cumulative Adjusted EBITDA is at least $ 700 million, 300 % of the awarded units would vest. On January 17, 2020, the Compensation Committee determined that based on the actual Cumulative Adjusted EBITDA achieved during the performance period that the 2017 PRSU shares were earned by our executive officers at the 300 % achievement level~~ . Restricted stock units are granted annually to our non- employee directors and vest on the first anniversary of the grant date, or the date of our annual meeting, whichever occurs first. In **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ , we granted RSUs to certain employees that vest ratably on the anniversary of the grant over three years. We recognize forfeitures as they occur. The grant- date fair market value of our PRSUs and RSUs is determined by our stock price on the grant date. The table below summarizes our restricted stock award activity (dollars in thousands): Year ended December 31, ~~(In thousands, except shares and per share amounts) 202220212020PRSUShares~~ ---- **202320222021PRSUShares** ~~granted60~~ **granted78 , 213 60** , 383 53, 246 ~~38, 633~~ Shares earned (~~a~~ **1**) **49, 314** 46, 317 32, 013 ~~80, 654~~ Grant- date fair value per share $ **190. 02 $** 230. 31 $ 198. 16 ~~$ 188. 34~~ Grant- date fair value $ **14, 862 $** 13, 907 $ 10, 551 ~~$ 7, 276~~ Intrinsic value vested $ **8, 024 $** 10, 487 $ 6, 777 ~~$ 15, 627~~ RSUShares ~~granted116~~ **granted156 , 111 116** , 870 84, 388 ~~87, 830~~ Grant- date fair value per share $ **173. 10 $** 221. 65 $ 199 ~~. 13 $ 188~~ . 13 Grant- date fair value $ **27, 024 $** 25, 905 $ 16, 804 ~~$ 16, 523~~ Intrinsic value vested $ **14, 179 $** 16, 438 $ 13, 681 ~~$ 12, 314~~ (~~a~~ **1**) PRSU shares earned in ~~2020~~ **2023** were related to performance awards granted to executives in **2020 and** ~~2017~~ **2021** ~~, 2018~~ and ~~2019~~ **performance awards granted to a non- executive employees in 2022** . PRSU shares earned in **2022 were related to performance awards granted to executives in 2019, 2020 and 2021 and performance award granted to a non- executive employee in 2019, 2020, and 2021. PRSU shares earned in** 2021 were related to performance awards granted to executives in 2018, 2019 and 2020 ~~. PRSU shares earned in 2022 were related to performance awards granted to executives in 2019, 2020 and 2021 and performance awards granted to a non- executive employee in 2019, 2020 and 2021~~ . The table below provides a summary of our PRSU and RSU activity as of and for the year ended December 31, ~~2022~~ **2023** : Number of UnitsGrant- Date Fair Value Per ShareWeighted- Average Contractual Life (Years) Aggregate Intrinsic Value (in thousands) Non- vested at December 31, ~~2021275~~ **2022354** , ~~761~~ **004** $ ~~201~~ **213** . ~~05~~ **95** Change in units due to performance expectations (~~a~~ **1**) **5, 554 $ 188. 11 Granted234,** ~~32~~ **324** ~~, 346~~ $ ~~239~~ **178** . **75** ~~63 Granted177, 253 $ 224. 60~~ Vested (~~118, 321) $ 206. 40~~ **140 , 091) $ 200. 66** Forfeited (~~13~~ **5** , ~~035~~ **190**) $ ~~218~~ **188** . ~~24~~ **98** Non- vested and expected to vest at December 31, ~~2022354~~ **2023448** , ~~004~~ **601** $ ~~213~~ **199** . ~~95~~ **68 0. 9 $ 44, 743 (** 1 ~~. 0 $ 55, 749 (a~~) Relates to ~~net~~ adjustments to ~~2019,~~ 2020 ~~, 2021 and 2022~~ PRSUs granted to executives **that vested during 2023 and certain non- executive employees** . **ESPP** ~~PRSUs granted assumes attainment of an increased payout rate based on performance expectations.~~ We have an ESPP under which U. S. employees may purchase up to $ 25, 000 annually of common stock at 85 % of its fair market value at the beginning or the end of a six- month offering period, whichever is lower. There are 750, 000 shares of common stock reserved for issuance under the ESPP, which is subject to an annual increase of the least of 300, 000 shares, two percent of the shares outstanding or such a number as determined by the Board. To date, there have been no increases ~~. As of December 31, 2022, there were no shares available for future issuance, all shares unissued under the plan expired during 2022~~ . The ESPP is intended to constitute an " employee stock purchase plan " within the meaning of Section 423 of the Internal Revenue Code. We suspended our ESPP in 2017 **. All shares unissued under the plan expired during 2022** . NOTE 7. DERIVATIVES AND HEDGING ACTIVITIES Hedge Accounting and Hedging Program The purposes of our cash flow hedging programs are to manage the foreign currency exchange rate risk on forecasted expenses denominated in currencies other than the functional currency of the operating unit, and to manage floating interest rate risk associated with future interest payments on variable- rate term loans issued in January 2022. We do not issue derivatives for trading or speculative purposes. To receive hedge accounting treatment, all hedging relationships are formally documented at the inception of the hedge, and the hedges must be highly effective in offsetting changes to future cash flows on hedged transactions. The ~~par forward~~ **derivative instruments we utilize, including various foreign exchange** ~~contract~~ **contracts** and ~~forward- starting~~ interest rate swaps **,** are designated and qualify as cash flow hedges. Our derivative instruments are recorded at fair value on the consolidated balance sheets and are classified based on the instrument' s maturity date. We record changes in the fair value of

the effective portion of the gain or loss on the derivative instrument as a component of other comprehensive (loss) income and we reclassify that gain or loss into earnings in the same line item associated with the forecasted transaction and in the same period during which the hedged transaction affects earnings. Foreign Currency Exchange Rate Risk Forward Exchange Forward Contracts We enter into foreign exchange forward contracts to hedge a portion of our forecasted foreign currency- denominated revenues and expenses to minimize the effect of foreign exchange rate movements on the related cash flows. These contracts are agreements to buy or sell a quantity of a currency at a predetermined future date and at a predetermined exchange rate. Our **current** foreign exchange forward contracts hedge exposures principally denominated in Mexican Pesos (" MXN"), Euros, ~~Czech Koruna (" CZK"),~~ Japanese Yen (" JPY"), ~~U. S. Dollar (" USD"),~~ Chinese Renminbi (" CNH"), Canadian Dollar (" CAD **"), U. S. Dollar (" USD** ") and Australian Dollar (" AUD") and have varying maturities with an average term of approximately twelve months. The total notional amount of these outstanding derivative contracts as of December 31, ~~2022~~ **2023** was $ ~~206~~ **172** . ~~0~~ **6** million, which included the notional equivalent of $ ~~61~~ **27** . ~~3~~ **1** million in MXN, $ ~~31~~ **35** . ~~7~~ **6** million in Euros, $ ~~13~~ **17** . ~~9~~ **4** million in ~~CZK~~ **JPY** , $ ~~15~~ **8** . ~~3~~ **1** million in ~~JPY~~ **CNH** , $ ~~11~~ **18** . ~~5~~ **4** million in ~~CNH~~ **CAD** , $ ~~43~~ **14** . 2 million in ~~USD~~ **AUD** , $ ~~11~~ **42** . 6 million in ~~CAD,~~ **USD and** $ ~~11.~~ 9 ~~million in AUD and $ 5~~ . ~~6~~ **2** million in other foreign currencies, with terms currently through ~~February~~ **November** ~~2024~~ **2025** ~~. Certain contracts were acquired as part of the Smiths Medical acquisition. We did not have such derivative contracts as of December 31, 2021~~ . Cross- currency Par Forward Contracts We entered into cross- currency par forward contracts to hedge a portion of our Mexico forecasted expenses denominated in MXN. These contracts are agreements to exchange cash flows from one currency to another at specified intervals over the contract term with all exchanges occurring at the same predetermined rate. In ~~November 2018, we hedged a portion of our Mexico forecasted expenses denominated in Pesos (" MXN") by entering into a one- year cross- currency par forward contract. The term of the one- year hedge was November 1, 2019 to November 3, 2020. The derivative instrument matured in equal monthly amounts at a fixed forward rate of 22. 11 MXN / USD. In~~ March 2020, we entered into a one- year cross- currency par forward contract. The total notional amount of this outstanding derivative as of December 31, 2020 was approximately 436. 8 million MXN. The term of this one- year contract was November 3, 2020 to December 1, 2021. The derivative instrument matured in equal monthly amounts at a fixed forward rate of 24. 26 MXN / USD. In November 2021, we entered into a one- year cross- currency par forward contract. The total notional amount of this outstanding derivative as of December 31, 2021 was approximately 413. 1 million MXN. The term of this one- year contract ~~is~~ **was** December 1, 2021 to December 1, 2022. The derivative instrument matured in equal monthly amounts at a fixed forward rate of 21. 60 MXN / USD. Floating Interest Rate Risk In November 2021, in anticipation of entering into the new senior secured credit facilities in January 2022, which included a variable- rate term loan A and a variable- rate term loan B (see Note 11: Long- ~~term~~ **Term** ~~Debt~~ **Obligations**), we entered into two forward- starting interest rate swaps. In February 2022, certain terms under the agreements were amended to reflect the transition from LIBOR to the Secured Overnight Financing Rate (" SOFR"), an alternative reference rate. Under the interest rate swap agreements we exchange, at specified intervals, the difference between fixed and floating interest amounts calculated by reference to an agreed- upon notional amount. The term loan A swap, as amended, has an initial notional amount of $ 300. 0 million, reducing to $ 150. 0 million evenly on a quarterly basis through its final maturity on March 30, 2027. We ~~will~~ pay a fixed rate of 1. 32 % and will receive the greater of 3- month USD SOFR or (0. 15) % **. The total notional amount of this outstanding derivative as of December 31, 2023 was approximately $ 244. 7 million** . The term loan B swap, as amended, has an initial notional amount of $ 750. 0 million, reducing to $ 46. 9 million evenly on a quarterly basis ~~excluding~~ **through** its final maturity on March 30, 2026. We ~~will~~ pay a fixed rate of 1. 17 % and ~~will~~ receive the greater of 3- month USD SOFR or 0. 35 %. **The total notional amount of this outstanding derivative as of December 31, 2023 was approximately $ 421. 9 million. In June 2023, we entered into an additional interest rate swap that hedges both term loan A and term loan B interest payments. The total notional amount of the swap is $ 300. 0 million. The hedge matures on June 30, 2028. We pay a fixed rate of 3. 88 % and receive 3- months USD SOFR.** These forward- starting swaps ~~will~~ effectively convert the relevant portion of the floating- rate term loans to fixed rates. The following table presents the fair values of our derivative instruments included within the consolidated balance sheets (in thousands): Derivatives Designated as Cash Flow Hedging InstrumentsConsolidated Balance Sheet LocationForeign Exchange Forward ContractsInterest Rate SwapsGross ~~Derivatives~~ **DerivativesAs** ~~(In thousands) As~~ of December 31, ~~2022Prepaid~~ **2023Prepaid** expenses and other current assets $ **6, 785 $ 23, 065 $ 29, 850 Other assets673** 4, **876 5** ~~860 $ 28~~ , **549** ~~431 $ 33, 291 Other assets94 26, 753 26, 847~~ Total assets $ ~~4~~ **7** , ~~954~~ **458** $ ~~55~~ **27** , ~~184~~ **941** $ ~~60~~ **35** , ~~138~~ **399** Accrued liabilities $ ~~1~~ **2** , ~~847~~ **590** $ — $ ~~1~~ **2** , ~~847~~ **590** Other long- term ~~liabilities167~~ **liabilities240** — ~~167~~ **240** Total liabilities $ 2, ~~014~~ **830** $ — $ 2, ~~014~~ **830** Derivatives Designated as Cash Flow Hedging InstrumentsAs of December 31, ~~2021Foreign~~ **2022Foreign** Exchange Forward ContractsForward- Starting Interest Rate SwapsGross DerivativesPrepaid expenses and other current assets $ ~~1~~ **4** , ~~061~~ **860** $ **28** ~~— $ 1~~ , ~~061~~ **431 $ 33, 291** Other ~~assets~~ **assets94** ~~— — — —~~ **26, 753 26, 847** Total assets $ ~~1~~ **4** , ~~061~~ **954** $ **55** ~~— $ 1~~ , ~~061~~ **184 $ 60, 138** Accrued liabilities $ **1, 847 $** — $ ~~— $ —~~ **1, 847** Other long- term ~~liabilities~~ **liabilities167** — **167** ~~1, 480 1, 480~~ Total liabilities $ **2, 014 $** — $ ~~1~~ **2** , **014** ~~480 $ 1, 480~~ The following table presents the effects of our derivative instruments designated as cash flow hedges on the Consolidated Statements of Operations (in thousands): Gain Reclassified From Accumulated Other Comprehensive (Loss) Income into ~~Net (Loss)~~ IncomeLocation of Gain in the Consolidated Statements of OperationsYear Ended December 31, ~~202220212020Derivatives~~ ---- **202320222021Derivatives** designated as cash flow hedging instruments: Foreign exchange forward contractsTotal revenues $ **296 $** 3, 829 ~~$ —~~ $ — Foreign exchange forward contractsCost of goods sold7, **852 7,** 751 3, 444 ~~790~~ **Foreign exchange forward contractsOther expense, net (1) 229** — — Foreign exchange forward contractsInterest expense (~~1~~ **2**) **13** 717 ~~—~~ — Interest rate swapsInterest ~~expense~~ **expense32 $, 444** 6, 122 ~~$ — $~~ — Total derivatives designated as cash flow hedging instruments $ **40, 834 $** 18, 419 $ 3, 444 ~~$ 790~~ (1) Represents location of gain reclassified from accumulated other comprehensive **income** (loss) **into other expense, net as a result of ineffectiveness. (2) Represents location of gain reclassified from accumulated other comprehensive** income ~~to net~~ (loss) ~~income~~ **into interest expense** as a result of a forecasted transaction being no longer

probable of occurring. We recognized the following gains (losses) on our derivative instruments designated as cash flow hedges in other comprehensive **income** (loss) ~~income~~ before reclassifications to ~~net (loss)~~ income (in thousands): Amount of Gain (Loss) Recognized in Other Comprehensive **Income** (Loss) ~~IncomeYear~~ **Year** Ended December 31, ~~202220212020Derivatives~~ --- **202320222021Derivatives** designated as cash flow hedging instruments: Foreign exchange forward contracts $ **10, 788 $** 9, 588 $ 950 ~~$ 1, 980~~ Interest rate ~~swaps62~~ **swaps5 , 200 62** , 786 (1, 480) ~~—~~Total derivatives designated as cash flow hedging instruments $ **15, 988 $** 72, 374 $ (530) ~~$ 1, 980~~ As of December 31, ~~2022~~ **2023** , we expect an estimated $ ~~3~~ **4** . ~~0~~ **2** million in deferred gains on the outstanding foreign exchange forward contract and an estimated $ ~~29~~ **23** . ~~3~~ **9** million in deferred gains on the forward- starting interest rate swaps will be reclassified from accumulated other comprehensive loss to net income during the next 12 months concurrent with the underlying hedged transactions also being reported in net **(loss)** income. NOTE 8. FAIR VALUE MEASUREMENTS Fair value is the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is estimated by applying the following hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement: • Level 1: quoted prices in active markets for identical assets or liabilities; • Level 2: inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or • Level 3: unobservable inputs that are supported by little or no market activity and that are significant to the fair values of the assets or liabilities. Contingent earn- out liabilities In the fourth quarter of 2019, we recognized an earn- out liability related to the acquisition of Pursuit (see Note 2: Acquisitions). Pursuit' s former equity holders were entitled up to $ 50. 0 million in additional cash consideration contingent upon the achievement of certain sales and gross profit targets for specific customers. The earn- out was calculated as a percentage of gross profit achieved during the earn- out period against a pre- determined target gross profit, not to exceed $ 50. 0 million. During the earn- out period, we used a Monte Carlo simulation model to determine the fair value of the earn- out liability. The Monte Carlo simulation model utilized multiple input variables to determine the value of the earn- out liability including historical volatility, a risk- free interest rate, counter party credit risk and projected future gross profit (see the simulation input table below related to Pursuit). The historical volatility was based on the median of ICU and a certain peer group. The risk- free interest rate was equal to the yield, as of the valuation date, of the zero- coupon U. S. Treasury bill that was commensurate with the term of the earn- out. The counter party credit risk was based on a synthetic credit rating of B1. As of June 30, 2021, the earn- out measurement period ended. Based on the actual sales and gross profit achieved during the measurement period, we calculated the actual earn- out amount to be $ 26. 3 million. The $ 26. 3 million earn- out calculation was finalized and accepted by Pursuit' s former equity holders and was paid out in the fourth quarter of 2021. In August 2021, we entered into an agreement with one of our international distributors whereby that distributor would not compete with us in a specific territory for a three- year period that will end in September 2024. The terms of the agreement include a contingent earn- out payment. The contingent earn- out payment shall not exceed $ 6. 0 million, which will be earned based on certain revenue targets over a twelve- month measurement period determined by the highest four consecutive quarters commencing over a two- year period starting on the closing date of the agreement and provided that the distributor is in compliance with its obligations under the agreement. As of December 31, ~~2022~~ **2023** , the fair value of the contingent earn- out was ~~estimated at~~ **determined to be** $ ~~2~~ **3** . ~~6~~ **4** million **and was paid out in the first quarter of 2024** . The estimated fair value of the contingent earn- out is calculated using a probability- weighted cash flow model based on historical revenue streams and the likelihood that the revenue targets will be met. During November 2021, we acquired a small foreign infusion systems supplier. Total consideration for the acquisition includes a potential earn- out payment of up to $ 2. 5 million, consisting of (i) a cash payment of $ 1. 0 million contingent on the achievement of certain revenue targets for the annual period ending December 31, 2022 and, separately, (ii) a cash payment of $ 1. 5 million contingent on certain product- related regulatory certifications obtained by May 26, 2024. As of December 31, ~~2022~~ **2023** , the estimated fair value for the contingent consideration related to certain product- related regulatory certifications was estimated to be $ 1. 5 million. As of December 31, 2022, the measurement period related to the contingent earn- out based on certain revenue targets ended and based on the actual revenue achieved during the measurement period we determined the fair value of the contingent earn- out was zero as the minimum threshold for earning the earn- out was not met. On January 6, 2022, we acquired Smiths Medical with a combination of cash consideration and share consideration issued at closing. Total consideration for the acquisition includes a potential earn- out payment of $ 100. 0 million in cash contingent on our common stock achieving certain Price Targets from the closing date to either the third or fourth anniversary of closing (see Note 2: Acquisitions) and provided Smiths beneficially owns at least 50. 0 % of the shares of common stock issued at closing at the time the Price Target is achieved. The initial estimated fair value of the earn- out was determined to be $ 53. 5 million using a Monte Carlo simulation model. The model utilized several assumptions including volatility and the risk- free interest rate. The assumed volatility is based on the average of the historical volatility of our common stock price and the implied volatility of certain at- the- money traded options. The risk- free interest rate is equal to the yield on U. S. Treasury securities at constant maturity for the period commensurate with the term of the earn- out. At each reporting date subsequent to the acquisition, we remeasure the earn- out liability and recognize any changes in its fair value in our consolidated statements of operations. If the probability of achieving the Price Targets during their respective measurement periods is significantly greater than initially anticipated, the realization of an additional liability and related expense will have a significant impact on our consolidated financial statements in the period recognized. As of December 31, ~~2022~~ **2023** , the estimated fair value of the contingent earn- out is $ ~~21~~ **4** . 0 million. Our contingent earn- out liabilities are separately stated on our consolidated balance sheets. The following table provides a reconciliation of our Level 3 earn- out liabilities measured at estimated fair value based on an initial valuation and updated quarterly for the years ended December 31, **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ (in thousands): Earn- out LiabilityContingent earn-

out liability, January 1, ~~2020~~ **2021** $ **26** ~~17, 300 Change in fair value of contingent earn- out (included in income from operations as a separate line item) (1) 9, 000 Contingent earn- out liability, December 31, 202026~~, 300 Contingent earn- out ~~con~~ **non** - compete arrangement2, 589 Transfer of Pursuit earn- out liability into Level 2 (~~2~~ **1**) (26, 300) Contingent earn- out liability, December 31, 20212, 589 Acquisition date fair value estimate of earn- out (~~3~~ **2**) 55, 158 Change in fair value of contingent earn- out (included in income from operations as a separate line item) (~~4~~ **3**) (32, 091) Currency translation (84) Contingent earn- out liability, December 31, ~~2022~~ **202225** ~~$ 25~~, 572 **Change in** ~~(1) The~~ fair value of **contingent** ~~the Pursuit~~ earn- out **(included** ~~increased during 2020 primarily due to changes~~ in **income from operations as a separate line item) (4) (16, 247)** ~~the~~ **Other** ~~probabilities within the valuation model.~~ (**5) (496) Transfer of Mediverse earn- out liability into Level** 2 **(6) (3, 379) Currency translation41 Contingent earn- out liability, December 31, 2023 $ 5, 491 (1**) The Pursuit earn- out was transferred out of Level 3 and into Level 2 in the third quarter of 2021 when the amount of the actual payment was known, and subsequently settled during the fourth quarter of 2021. (~~3~~ **2**) $ 53. 5 million relates to our acquisition of Smiths Medical and $ 1. 6 million relates to our acquisition of a small foreign infusions systems supplier in the fourth quarter of 2021 (see Note 2: Acquisitions). (~~4~~ **3**) ~~Includes~~ **Primarily relates to the change in fair value of our Smiths Medical earn- out and** an adjustment to reduce to zero a contingent earn- out issued as part of the 2021 acquisition of a small foreign infusion systems supplier. The contingent earn- out was not earned based on our determination that the threshold target was not met. **(4) Primarily relates to the change in fair value of our Smiths Medical earn- out and the earn- out with one of our international distributors. (5) Primarily relates to the reclassification to accrued liabilities of a holdback liability not subject to unobservable inputs when determining the fair market value. (6) The Mediverse earn- out was transferred out of Level 3 and into Level 2 in the fourth quarter of 2023 when the amount of the actual payment was known, and subsequently settled during first quarter of 2024.** The following ~~tables~~ **table** ~~provide~~ **provides** quantitative information about Level 3 inputs for fair value measurement of our earn- out liabilities related to Smiths Medical ~~and Pursuit~~ : Smiths Medical Earn- outAs ofDecember 31, ~~2022At AcquisitionJanuary 6~~ **2023As ofDecember 31** , 2022Simulation ~~InputVolatility38~~ **InputVolatility47** . 00 % ~~37~~ **38** . 00 % Risk- Free Rate4. **18 % 4.** 17 ~~% 1. 31 % Pursuit Earn- outAs ofDecember 31, 2020At AcquisitionNovember 2, 2019Simulation InputRevenue / Gross Profit Volatility25. 00 % 20. 00 % Discount Rate12. 50 % 15. 00 % Risk- free rate0. 09 % 1. 55 % Counter Party Risk3. 10 % 6. 00~~ % Investments, Foreign Currency Contracts and Interest Rate Contracts Our investments **historically** consist of corporate ~~and~~ **,** government bonds and U. S **.** treasury securities. The fair value of our corporate and government bonds are estimated using observable market- based inputs such as quoted prices, interest rates and yield curves or Level 2 inputs. The fair value of our U. S. treasury securities are based on quoted market prices in active markets and are included in the Level 1 fair value hierarchy. The fair value of our Level 2 forward currency contracts is estimated using observable market inputs such as known notional value amounts, spot and forward exchange rates. These inputs relate to liquid, heavily traded currencies with active markets which are available for the full term of the derivative. The fair value of our Level 2 interest rate swaps is estimated using a pricing model that reflects the terms of the contracts, including the period to maturity, and relies on observable market inputs such as known notional value amounts and USD interest rate curves. Other than the ~~Pursuit~~ **Mediverse** earn- out liability described above, there were no transfers between levels in **2023 or** 2022 ~~or 2021~~. Our assets and liabilities measured at fair value on a recurring basis consisted of the following (Level 1, 2 and 3 inputs as defined above) (in thousands): **Total Liabilities $ 27,586 $ — $ — $ 27,586** Fair value measurements as of December 31, ~~2023~~ **2021** Total carryingvalueQuoted pricesin activemarkets foridenticalassets (level 1) Significantotherobservableinputs (level 2) Significantunobservableinputs (level 3) Assets:Available- for- sale debt securities:Short- term ~~corporate bonds~~ $ ~~501~~ **14,420** $ — $ ~~501~~ **14,420** $ **— Long- term4,620 — 4,620** — Foreign exchange forwards:Prepaid expenses and other current ~~assets6~~ **assets1** , ~~785~~ **061** — ~~6~~ **1** , **061** ~~785 — Other assets673 — 673 — Interest rate contracts:Prepaid expenses and other current assets23,065 — 23,065 — Other assets4,876 — 4,876~~ — Total Assets $ ~~35~~ **20** , ~~900~~ **101** $ — $ ~~35~~ **20** , ~~900~~ **101** $ — Liabilities:Contingent earn- out liability- ~~ST~~ **LT** $ ~~4~~ **2** , ~~879~~ **589** $ — $ ~~3~~ **— $ 2** , ~~379 $~~ **589 Forward- starting interest rate swapsOther long- term liabilities1,480 —** 1, **480** ~~500 Contingent earn- out liability- LT3,991~~ Fair value measurements as of December 31, 2022 Total carryingvalueQuoted pricesin activemarkets foridenticalassets (level 1) Significantotherobservableinputs (level 2) Significantunobservableinputs (level 3) Assets: Available- for- sale debt securities: Short- term corporate bonds $ 2, 314 $ — $ 2, 314 $ — Short- term U. S. treasury securities1, 412 1, 412 — — Short- term government bonds498 — 498 — Long- term corporate bonds516 — 516 — Foreign exchange forwards: Prepaid expenses and other current ~~assets4~~ - **assets (1) 4** , 860 — **4, 860** — ~~4, 860~~ Other ~~assets94~~ -- **assets —(1) 94** — 94 **—** Interest rate contracts: Prepaid expenses and other current ~~assets28~~ -- **assets (1) 28** , 431 — **28, 431** — ~~28, 431~~ Other ~~assets26~~ -- **assets (1) 26** , 753 — **26, 753** — ~~26, 753~~ Total Assets $ 64, 878 $ 1, 412 $ ~~3~~ **63** , ~~328~~ **466** $ **—** ~~60, 138~~ Liabilities: Contingent earn- out liability- LT $ 25, 572 $ — $ — $ 25, 572 Foreign exchange contracts: Accrued ~~liabilities1~~ - **liabilities (1) 1** , 847 — **1, 847** — ~~1, 847~~ Other long- term ~~liabilities167~~ -- **liabilities —(1) 167** — 167 Total Liabilities $ 27, 586 $..... liabilities1, 480 — 1, 480 — Total Liabilities $ ~~4~~ **27** , ~~069~~ **586** $ — $ **2, 014 $ 25, 572 (** 1 **) Subsequent to the issuance of the financial statements as of and for the year ended December 31** , ~~480 $~~ **2022, the Company determined that the tabular disclosure of the level for these amounts were incorrectly presented within level 3, and accordingly the Company has corrected these disclosures to present them as level** 2 **within this table. The Company determined the impact of the adjustments to the table to be immaterial** , ~~589~~ **individually and in the aggregate, based on consideration of quantitative and qualitative factors.** NOTE 9. PREPAID EXPENSES AND OTHER CURRENT ASSETS AND OTHER ASSETS Prepaid expenses and other current assets consist of the following (in thousands): As of December 31, ~~20222021Other~~ **20232022Other** prepaid expenses and receivables $ **17, 833 $** 21, 635 ~~$ 14, 763~~ Prepaid vendor ~~expenses3~~ **expenses1 , 309 3** , 052 **—** Deferred ~~costs2~~ **costs1 , 668 2** , 395 ~~12, 746~~ Prepaid insurance and property ~~taxes16~~ **taxes9 , 547 16** , 322 ~~6, 310~~ VAT / GST ~~receivable3~~ **receivable2 , 748 3** , 546 ~~4, 156~~ Deferred tax ~~charge3~~ **charge5 , 822 3** , 830 ~~4, 241~~ Foreign exchange forward ~~contract4~~ **contract6 , 785 4** , 860 ~~1, 061~~ Interest rate ~~contracts28~~ **contracts23 , 065 28** , 431 **—** Deposits1, **196 1,** 329 ~~1, 343~~ Other3, **667 3,** 532 ~~2~~ **$ 73** , ~~227~~ **640** $

88, 932 ~~$ 46, 847~~ Other assets consist of the following (in thousands): As of December 31, ~~20222021Pump~~ **20232022Pump** lease receivables $ **30, 627 $** 27, 086 ~~$ 25, 941~~ Spare ~~parts38~~ **parts46, 496 38** , 498 ~~28, 538~~ Equity method investments3, **120 3,** 178 ~~3, 238~~ Interest rate ~~contracts26~~ **contracts4 , 876 26** , 753 ~~—~~ Deferred debt issuance ~~costs5~~ **costs3 , 439 5** , 156 ~~2, 827~~ Finance lease right- of- use assets2, **707 2,** 598 **Other2, 755** 2, ~~673 Other2,~~ 193 ~~526~~ **$ 94, 020** $ 105, 462 ~~$ 63, 743~~ NOTE 10. ACCRUED LIABILITIES AND OTHER LONG- TERM LIABILITIES Accrued liabilities consist of the following (in thousands): As of December 31, ~~20222021Salaries~~ ~~----~~ **20232022Salaries** and benefits $ **52, 250 $** 44 ~~, 304 $ 27~~ , 304 Incentive ~~compensation30~~ **compensation37 , 992 30** , 254 ~~33, 107~~ Operating lease liability- ~~ST18~~ **ST20, 161 18** , 169 ~~9, 009~~ Accrued professional ~~fees5~~ **fees2 , 803 5** , 317 ~~773~~ Field service corrective action (1) **30, 281** 24, 517 ~~—~~ **Italy medical device payback provision (2) 23, 176 7, 900** Legal ~~accrual3~~ **accrual1 , 874 3** , 137 ~~3, 897~~ Accrued sales ~~taxes5~~ **taxes6 , 748 5** , 844 ~~1, 980~~ Warranties and returns3, **682 3,** 097 ~~532~~ Deferred ~~revenue30~~ **revenue31 , 640 30** , 838 ~~12, 646~~ Accrued other ~~taxes5~~ **taxes3 , 024 5** , 794 ~~4, 337~~ Distribution ~~fees17~~ **fees13 , 049 17** , 063 ~~5, 645~~ Accrued freight17, **215 17,** 988 ~~9, 194~~ Restructuring ~~accrual5~~ **accrual3 , 568 5** , 923 ~~664~~ Foreign exchange ~~contracts1~~ **contracts2 , 590 1** , 847 ~~—~~ Accrued audit ~~fees6~~ **fees5 , 492 6** , 279 ~~1, 008~~ Defined benefit plan2, **575 2,** 928 ~~—~~ Accrued interest1, **431 1,** 033 ~~—~~ Accrued research and ~~development3~~ **development — 3** , 538 ~~— Other14~~ **Other8** , ~~899 8~~ **664 6** , ~~099~~ **999 $ 268, 215** $ 242, 769 ~~$ 118, 195~~ (1) **Primarily** ~~Includes~~ **includes** field corrective actions associated with certain products in connection with a 2021 Warning Letter received by Smiths Medical from the FDA following an inspection of Smiths Medical' s Oakdale, Minnesota Facility, see Note 15: Commitments and Contingencies for further detail. **(2) As of December 31, 2022, there was an additional $ 12. 1 million in payback provision recorded as a reduction to accounts receivable, net. Whereas we recorded the amount for the payback provision to accrued liabilities from accounts receivable in Q3 2023, the payback provision was not reclassified as of December 31, 2022 to conform to the current year presentation.** Other long- term liabilities consist of the following (in thousands): As of December 31, ~~20222021Operating~~ ~~----~~ **20232022Operating** lease liability- LT $ **52, 972 $** 60, 916 ~~$ 33, 971~~ Finance lease liability- LT1, **954 1,** 855 ~~2, 067~~ Deferred ~~revenue16~~ **revenue10 , 585 16** , 239 ~~— Forward- starting interest rate swaps — 1, 480 Benefits5~~ **Benefits4 , 207 5** , 314 ~~1, 369~~ Field service corrective action (1) **26, 056** 25, 294 ~~—~~ Accrued ~~rent997~~ **rent841 997 Other3, 882 3, 489 $ 100, 497 $ 114, 104 (** 1 ~~, 262 Other3, 489 1, 681 $ 114, 104 $ 41, 830 (1~~) ~~Includes~~ **Related to** field corrective actions associated with certain products in connection with a 2021 Warning Letter received by Smiths Medical from the FDA following an inspection of Smiths Medical' s Oakdale, Minnesota Facility, see Note 15: Commitments and Contingencies for further detail. NOTE 11. LONG- TERM OBLIGATIONS 2022 Credit Agreement On January 6, 2022, in connection with the acquisition of Smiths Medical, we entered into a Credit Agreement (the" Credit Agreement") with Wells Fargo Bank, National Association, Wells Fargo Securities, LLC, Barclays Bank PLC and certain other financial institutions (the " Lenders ") for $ 2. 2 billion of senior secured credit facilities. The senior secured credit facilities include (i) a five- year Tranche A term loan of $ 850. 0 million (the" Term Loan A"), (ii) a seven- year Tranche B term loan of $ 850. 0 million (the" Term Loan B") and (iii) a five- year revolving credit facility of $ 500. 0 million (the" Revolving Credit Facility"), with separate sub- limits of $ 50. 0 million for letters of credit and swingline loans (collectively, the" Senior Secured Credit Facilities"). We used the proceeds from borrowings under the Term Loan A and the Term Loan B (collectively, the" Term Loans") to fund a portion of the cash consideration for the purchase of Smiths Medical and the related fees and expenses incurred in connection with the acquisition. We did not incur borrowings under the Revolving Credit Facility on the closing date of the acquisition. The proceeds from any future borrowings under the Revolving Credit Facility may be used for working capital and other general corporate purposes. In connection with entering into the Credit Agreement, during the period ended March 31, 2022, we incurred $ 37. 8 million in debt discount and issuance costs, which were allocated to the Term Loan A, the Term Loan B and the Revolving Credit Facility based on lender commitment amounts relative to each type of fees paid. The lender and third- party discount and issuance costs allocated to the Term Loan A and the Term Loan B were $ 15. 8 million and $ 13. 4 million, respectively, and are reflected as a direct deduction from the face amount of the corresponding term loans on the consolidated balance sheet. These costs are being amortized to interest expense over the respective terms of the loans using the effective interest method. The issuance costs allocated to the Revolving Credit Facility were $ 8. 6 million, which are capitalized and included in prepaid expenses and other current assets and other assets on our consolidated balance sheets. These costs are being amortized to interest expense over the term of the Revolving Credit Facility using the straight- line method. The net funds received from the Term Loan A and the Term Loan B, after deducting debt issuance costs, were $ 834. 2 million and $ 836. 6 million, respectively. Maturity Dates The maturity date for the Term Loan A and the Revolving Credit Facility is January 6, 2027 and the maturity date for the Term Loan B is January 6, 2029. Pursuant to the terms and conditions of the Credit Agreement, the maturity dates of the Term Loans and the Revolving Credit Facility may be extended upon our request, subject to the consent of the Lenders. Interest Rate Terms In general, the Term Loans and borrowings under the Revolving Credit Facility denominated in U. S. dollars bear interest, at our option, on either: (1) the Base Rate, as defined below, plus the applicable margin, as indicated below (" Base Rate Loans") or (2) the Adjusted Term Secured Overnight Financing Rate (" Adjusted Term SOFR"), as defined below, plus the applicable margin, as indicated below (" Term SOFR Loans"). The Base Rate is defined as the highest of (a) the Prime Rate, (b) the Federal Funds Rate plus 0. 50 % and (c) Adjusted Term SOFR (as defined below) for a one- month period plus, in each case, 1. 00 %. Adjusted Term SOFR is the rate per annum equal to (a) the Term SOFR plus (b) the Term SOFR Adjustment. Term SOFR is the forward- looking term rate based on SOFR and is calculated separately for Term SOFR Loans and Base Rate Loans, as specified in the Credit Agreement. The Term SOFR Adjustment is a percentage per annum of 0. 10 % for Base Rate Loans and between 0. 10 % to 0. 25 % for Term SOFR Loans based on the applicable interest period. Revolving Credit Facility Commitment Fee The Revolving Credit Facility has a per annum commitment fee at an initial rate of 0. 25 % which is applied to the available amount of the Revolving Credit Facility. Effective on the first Adjustment Date, as defined in the Credit Agreement, occurring subsequent to our quarter ended June 30, 2022, the commitment fee **is** ~~will be~~ determined by reference to the leverage ratio in effect from time to time as set forth in the

table below. Applicable Interest Margins The Term Loan A and borrowings under the Revolving Credit Facility have an initial applicable margin of 0. 75 % per annum for Base Rate Loans and 1. 75 % per annum for Term SOFR Loans. Effective on the first Adjustment Date, as defined in the Credit Agreement, occurring subsequent to our quarter ended June 30, 2022, the applicable margin for the Term Loan A and borrowings under the Revolving Credit Facility **is** ~~will be~~ determined by reference to the leverage ratio in effect from time to time as set forth in the following table: Leverage RatioApplicable Margin for Term SOFR LoansApplicable Margin for Base Rate LoansCommitment Fee RateGreater than 4. 00 to 1. 02. 25 % 1. 25 % 0. 35 % Less than or equal to 4. 00 to 1. 0 but greater than 3. 00 to 1. 02. 00 % 1. 00 % 0. 30 % Less than or equal to 3. 00 to 1. 0 but greater than 2. 50 to 1. 01. 75 % 0. 75 % 0. 25 % Less than or equal to 2. 50 to 1. 0 but greater than 2. 00 to 1. 01. 50 % 0. 50 % 0. 20 % Less than or equal to 2. 00 to 1. 01. 25 % 0. 25 % 0. 15 % The Term Loan B has an initial applicable margin of 1. 5 % per annum for Base Rate Loans and 2. 5 % per annum for Term SOFR Loans. Effective on the first Adjustment Date, as defined in the Credit Agreement, occurring subsequent to our quarter ended June 30, 2022, the applicable margin for the Term Loan B **is** ~~will be~~ determined by reference to the leverage ratio in effect from time to time as set forth in the following table: Leverage RatioApplicable Margin for Term SOFR LoansApplicable Margin for Base Rate LoansGreater than 2. 75 to 1. 02. 50 % 1. 50 % Less than 2. 75 to 1. 02. 25 % 1. 25 % Principal payments on the Term Loans are due on the last day of each calendar quarter commencing on June 30, 2022. The Term Loan A ~~will amortize~~ **amortizes** in nineteen consecutive quarterly installments in an amount equal to 2. 50 % of the original principal amount in each of the first two years, 5. 00 % in each of the third and fourth years and 7. 50 % in the fifth year, with a final payment of the remaining outstanding principal balance due on the maturity date. The Term Loan B matures in twenty- seven consecutive quarterly installments in an amount equal to 0. 25 % of the original principal amount, with a final payment of the remaining outstanding principal balance due on the maturity date. We may borrow, prepay and re- borrow amounts under the Revolving Credit Facility, in accordance with the terms and conditions of the Credit Agreement, with all outstanding amounts due at maturity. During March 2022, we prepaid $ 16. 0 million in principal payments on the Term Loan A principal balance ~~. For~~ **, total principal paid on both Term Loans for** the year ended December 31, 2022 **was** ~~, including the prepayment, we paid a total of~~ $ 22. 4 million ~~in~~ **. For the twelve months ended December 31, 2023, total** principal payments on both Term Loans **was $ 29. 7 million** . Interest payments on Base Rate Loans are payable quarterly in arrears on the last business day of each calendar quarter and the applicable maturity date. Interest periods on Term SOFR Loans **are** ~~will be~~ determined, at our option, as either one, three or six months and will be payable on the last day of each interest period and the applicable maturity date. In the case of any interest periods of more than three months' duration, the interest payment **are** ~~will be~~ payable on each day prior to the last day of such interest period that occurs at three- month intervals. The commitment fee on the Revolving Credit Facility is payable quarterly in arrears on the third business day following the last day of each calendar quarter and at the maturity date. The commitment fee is included in interest expense in our consolidated statements of operations. Guarantors and Collateral Our obligations under the Credit Agreement are unconditionally guaranteed, on a joint and several basis, by ICU Medical, Inc. and certain of our existing subsidiaries. Debt Covenants The Credit Agreement contains affirmative and negative covenants, including certain financial covenants. The negative covenants include restrictions regarding the incurrence of liens and indebtedness, certain merger and acquisition transactions, asset sales and other dispositions, other investments, dividends, share purchases and payments affecting subsidiaries, changes in nature of business, fiscal year or organizational documents, prepayments and redemptions of subordinated and other junior debt, transactions with affiliates, and other matters. The financial covenants include the Senior Secured Leverage Ratio and the Interest Coverage Ratio, both defined below, and pertain to the Term Loan A and the Revolving Credit Facility. The Senior Secured Leverage Ratio is defined, at any measurement date, as the ratio of: (a) all Funded Debt, as defined in the Credit Agreement, that is secured by a lien on any asset or property minus the lesser of (i) all unrestricted cash and cash equivalents and (ii) $ 500. 0 million, to (b) Consolidated EBITDA, as defined in the Credit Agreement, for the most recently completed four fiscal quarters, calculated on a pro forma basis. The maximum Senior Secured Leverage Ratio is 4. 50 to 1. 00 until June 30, 2024. Thereafter, the maximum Senior Secured Leverage Ratio is 4. 00 to 1. 00, with limited permitted exception. The Interest Coverage ratio is defined, at any measurement date, as the ratio of Consolidated EBITDA, as defined in the Credit Agreement, to Consolidated Interest Expense, as defined in the Credit Agreement, paid or payable in cash, for the most recently completed four fiscal quarters. The minimum Interest Coverage ratio is 3. 00 to 1. 00. We were in compliance with all financial covenants as of December 31, ~~2022~~ **2023** . The Credit Agreement contains customary events of default, including, among others: non- payments of principal and interest; breach of representations and warranties; covenant defaults; cross- defaults and cross- acceleration to certain other material indebtedness; the existence of bankruptcy or insolvency proceedings; certain events under ERISA; material judgments; and a change of control. If an event of default occurs and is not cured within any applicable grace period or is not waived, the administrative agent and the Lenders are entitled to take various actions, including, without limitation, the acceleration of all amounts due and the termination of commitments under the Senior Secured Credit Facilities. **2017 Credit Facility** On November 8, 2017, we entered into a five- year senior secured revolving credit facility with various lenders for $ 150. 0 million, with Wells Fargo Bank, National Association as the administrative agent, swingline lender and issuing lender (the" Credit Facility"). The Credit Facility, which was set to mature on November 8, 2022, was terminated in connection with entering into the Credit Agreement on January 6, 2022. There were no borrowings outstanding under the Credit Facility at that date or at December 31, 2021. The remaining unamortized deferred debt issuance costs related to the Credit Facility were not material and were expensed in connection with its termination. The carrying values of our long- term debt consist of the following (in thousands): Effective Interest RateAs of December 31, ~~2022Senior~~ **2023Senior** Secured Credit Facilities: Term Loan A — ~~principal3~~ **principal7** . ~~99~~ **67** % $ ~~834~~ **812** , ~~000~~ **813** Term Loan B — ~~principal4~~ **principal8** . ~~61~~ **00** % ~~843~~ **835** , ~~625~~ **125** Revolving Credit Facility — principal — % — Less unamortized debt issuance costs (1) (~~24~~ **19** , ~~262~~ **168**) Total carrying value of long- term debt1, ~~653~~ **628** , ~~363~~ **770** Less current portion of long- term ~~debt29~~ **debt51** , ~~688~~ **000** Long- term debt, net $ 1, ~~623~~ **577** , ~~675~~ **770** (1) Comprised of $ ~~12~~ **9** . ~~6~~ **3** million and $ ~~11~~ **9**

. ~~7~~ **9** million relating to the Term Loan A and the Term Loan B, respectively. As of December 31 ~~2022~~ **2023** , the aggregate amount of principal repayments of our long- term debt (including any current portion) for each of the next five years is approximately (in thousands): ~~2023 $ 29, 688 202451~~ -- **2024 $ 51** , 000 202551, 000 202672, 250 2027672, **563 20288,** 500 ~~Thereafter801~~ **Thereafter792** , ~~187~~ **625** Total $ 1, ~~677~~ **647** , ~~625~~ **938** The following table presents the total interest expense related to our long- term debt (in thousands): Year Ended December 31, ~~202220212020Contractual~~ ---- **202320222021Contractual** interest $ **125, 550 $** 66, 770 $ — ~~$ 1, 251~~ Amortization of debt issuance costs6, **814 6,** 972 240 ~~288~~ Commitment fee — Revolving Credit Facility1, **518 1,** 290 221 ~~110~~ Total long- term debt- related interest expense $ **133, 882 $** 75, 032 $ 461 ~~$ 1, 649~~ NOTE 12. INCOME TAXES Income from continuing operations before taxes consisted of the following (in thousands): Year Ended December 31, ~~202220212020United~~ ---- **202320222021United** States $ (**136, 980) $ (** 135, 646) $ 81, 484 ~~$ 41, 194 Foreign21~~ **Foreign58 , 681 21** , 237 41, 702 ~~56~~ **$ (78** , ~~300~~ **299)** $ (114, 409) $ 123, 186 ~~$ 97, 494~~ The provision (benefit) for income taxes consisted of the following (in thousands): Year Ended December 31, ~~202220212020Current~~ ---- **202320222021Current** : Federal $ **(8, 235) $** 4, 128 $ 20, 646 ~~$ 6, 032 State3~~ **State5 , 035 3** , 799 3, 444 ~~2, 422 Foreign12~~ - **Foreign26 , 035 12** , 924 7, 236 ~~7~~ **$ 22** , ~~290~~ **835** $ 20, 851 $ 31, 326 ~~$ 15, 744~~ Deferred: Federal $ (**43, 042) $ (** 42, 012) $ (8, 154) ~~$ (5, 319)~~ State (**14, 657) (** 11, 239) (1, 815) **Foreign (13, 780) (7, 723)** (1, ~~850) Foreign (7, 723) (1,~~ 306) ~~2~~ **(71** , ~~049~~ **479)** (60, 974) (11, 275) **$** (~~5~~ **48** , ~~120~~ **644**) $ (40, 123) $ 20, 051 ~~$ 10, 624~~ We have accrued for tax contingencies for potential tax assessments, and in ~~2022~~ **2023** we recognized a $ ~~2~~ **24** . ~~0~~ **5** million net increase, most of which related to various federal, state and foreign tax reserves. A reconciliation of the provision for income taxes at the statutory rate to our effective tax rate is as follows (dollars in thousands): Year Ended December 31, ~~202220212020~~ **202320222021** AmountPercentAmountPercentAmountPercentFederal tax at the expected statutory rate $ (~~24~~ **16** , ~~026~~ **443**) 21. 0 % $ ~~25~~ **(24** , ~~869~~ **026)** 21. 0 % $ ~~20~~ **25** , ~~474~~ **869** 21. 0 % State income tax, net of federal effect (**6, 057) 7. 7 % (** 5, 050) 4. 4 % 2, 907 2. 4 % ~~2~~ **Tax credits (9** , ~~099 2~~ **824) 12. 5 % (3, 636) 3** . 2 % ~~Tax credits~~ (~~3, 636) 3.~~ 2 ~~%~~ **, 443)** (2 ~~, 443) (2~~ . 0 ~~) % (3, 269) (3. 4~~) % Global intangible low- taxed ~~income2~~ - **income (2, 658) 3. 4 % 2** , 303 (2. 0) % 711 0. 6 ~~% 163 0. 2~~ % Foreign income tax differential (2, **506) 3. 2 % (2,** 943) 2. 5 % (2, 983) (2. 4) % ~~(3, 888) (4. 0) %~~ Stock- based compensation (**289) 0. 4 % (** 3, 721) 3. 2 % (4, 263) (3. 5 ~~) % (4, 686) (4. 8~~) % Foreign- derived intangible income (**3, 299) 4. 2 % (** 2, 269) 2. 0 % (3, 775) (3. 1) % ~~(2, 718) (2. 8) %~~ Transaction ~~cost2~~ - **cost** ~~, 299 (2. 0) %~~ — — **% 2, 299 (2. 0)** % — — % Contingent consideration (**3, 407) 4. 4 % (** 6, 830) 6. 0 % (29) — ~~% 1, 566 1. 6~~ % Section 162 (m) 3, **268 (4. 2) % 3,** 942 (3. 4) % 1, 812 1. 5 % **Tax reserve releases (6, 884) 8. 8 % (** 1, ~~079~~ **834)** 1 **. 6 % — — % Other (545) 0. 7 % 1, 642 (1. 4) % 2, 245 1. 8 % $ (48, 644) 62** . 1 % ~~Other (192) 0. 2 % 2, 245 1. 8 % (196) (0. 2) %~~ $ (40, 123) 35. 1 % $ 20, 051 16. 3 ~~% $ 10, 624 10. 9~~ % Tax credits in **2023,** 2022 ~~,~~ **and** 2021 ~~and 2020~~ consist principally of research and developmental tax credits. The components of our deferred income tax assets (liabilities) are as follows (in thousands): As of December 31, ~~20222021Deferred~~ ---- **20232022Deferred** tax asset: Accruals / other $ **30, 190 $** 17, 351 ~~$ 7, 796~~ Acquired future tax ~~deductions14~~ **deductions10 , 877 14** , 186 ~~5, 440~~ Stock- based compensation6, **987 6,** 240 ~~7, 283~~ Foreign currency translation adjustments — ~~—~~ ~~3, 360~~ Tax ~~credits12~~ **credits15 , 095 12** , 906 ~~11, 953~~ Inventory reserves25, **592 25,** 100 ~~8, 199~~ Warranty reserve13, **788 13,** 241 ~~127~~ Section 163 (j) **- interest expense limitation25, 467** 9, 166 ~~—~~ Chargebacks, discounts, customer concessions39, **077 39,** 508 ~~27~~ **Capitalized research and development43** , ~~970~~ **313 16, 587** Valuation allowance (**8, 452) (** 11, 166) ~~(2~~ **$ 201** , 934 ~~)~~ $ ~~126~~ **143** , **119** ~~532 $ 69, 194~~ Deferred tax liability: State income taxes $ **4, 465 $** 1, 816 ~~$ 2, 724~~ Depreciation and ~~amortization209~~ **amortization212** , ~~687 20~~ **429 226** , ~~483~~ **274** Section 481 (a) adjustment- change in accounting method — ~~—~~ ~~4, 873~~ Foreign currency translation **and derivative instrument** ~~adjustments9~~ **adjustments3 , 630 9** , 581 ~~—~~ $ ~~221~~ **220** , ~~084~~ **524** $ ~~28~~ **237** , ~~080~~ **671** Deferred tax (liability) asset, net $ (**18, 590) $ (** 94, 552) ~~$ 41, 114~~ Tax Holidays and Carryforwards Net operating loss (" NOL") carryforwards consist of: (a) federal NOL carryforwards of $ 1. ~~9~~ **4** million which will expire at various dates from ~~2023~~ - **2031** to indefinite carryforward periods, (b) state NOL carryforwards of $ 4. ~~3~~ **1** million which will expire at various dates from 2026 to indefinite carryforward periods and (c) foreign NOL carryforwards of $ ~~46~~ **32** . ~~3~~ **6** million which will expire at various dates from ~~2023~~ **2024** to indefinite carryforward periods. We believe that it is more likely than not that the benefit from certain foreign NOL carryforwards will not be realized. In recognition of this risk, we have provided a valuation allowance of $ ~~11~~ **9. 0 million on the $ 9** . 5 million **deferred tax assets** ~~on the $ 12. 7 million DTAs~~ related to these foreign NOL carryforwards. Under Section 382 of the Internal Revenue Code, certain ownership changes limit the utilization of the NOL carryforwards, and the amount of federal NOL carryforwards recorded is the net federal benefit available. Other carryforwards include state research and development (" R & D ") tax credit carryforwards of $ ~~18~~ **20** . ~~5~~ **4** million, which have an indefinite carryforward period. A substantial portion of our manufacturing operations in Costa Rica operate under various tax holiday and tax incentive programs due to expire in whole or in part in 2029. Certain of the holidays may be extended if specific conditions are met. The net impact of these tax holiday and tax incentives was an increase to our net earnings by $ 8. **0 million or $ 0. 33 per diluted share in 2023 and by $ 8.** 1 million or $ 0. 34 per diluted share in 2022 ~~and by $ 9. 8 million or $ 0. 45 per diluted share in 2021~~ . Foreign currency translation **and derivative instrument** adjustments, and related tax effects, are an element of " other comprehensive income " and are not included in net income other than the revaluation of the associated deferred tax asset due to the Tax Act. As of December 31, ~~2022~~ **2023** , we have estimated $ ~~209~~ **246** . ~~2~~ **8** million of undistributed foreign earnings and profits. Such earnings were previously subject to U. S. tax as a result of the Tax Act and much of any future remittances would generally be subject to no U. S. tax as a result of dividends received deductions and / or foreign tax credit relief. We intend to invest substantially all of our foreign subsidiary earnings, as well as our capital in our foreign subsidiaries, indefinitely outside of the U. S. in those jurisdictions in which we incur significant additional costs upon repatriation of such amounts. We are subject to taxation in the U. S. and various states and foreign jurisdictions. Our U. S. federal income tax returns for tax years ~~2019~~ **2020** and forward are subject to examination by the Internal Revenue Service. Our principal state income tax returns for tax years 2012 and forward are subject to examination by the state tax authorities. The total gross amount of unrecognized tax benefits as of December 31, ~~2022~~ **2023** was $ ~~54~~ **78** . ~~1~~ **6** million which, if recognized, would impact the effective tax rate. We believe that

adequate provision has been made for any adjustments that may result from tax examinations. However, the outcome of tax examinations cannot be predicted with certainty. As of December 31, ~~2022~~ **2023** , it is reasonably possible that the expiration of the U. S. federal statute of limitations will cause the gross amount of unrecognized tax benefits to decrease by $ **6.** 7 ~~. 8~~ million **within the next twelve months** . It is not possible to estimate any other amount of change, if any, in the unrecognized tax benefits that is reasonably possible within the next twelve months. We recognize accrued interest and penalties related to unrecognized tax benefits as a component of income tax expense. We **recognized $ 1. 4 million of interest expense and $ 0. 2 million of penalties in income tax benefit during 2023 and released $ 0. 7 million of interest expense and $ 0. 6 million of penalties in 2023. In total, we** have accrued for **interest and** penalties ~~and interest~~ of **$ 2. 9 million and $ 2. 0 million, respectively as of December 31, 2023, and $ 2. 2 million and** $ 2. 3 million ~~and $ 2. 2 million~~ , respectively **,** as of December 31, 2022. The following table summarizes our cumulative gross unrecognized tax benefits (in thousands): Year Ended December 31, ~~202220212020Beginning~~ ---- **202320222021Beginning** balance $ **54, 053 $** 21, 537 $ 18, 443 ~~$ 15, 027~~ Increases to prior year tax ~~positions148~~ **positions2 , 347 148** 231 ~~502~~ Increases due to ~~acquisitions29~~ -- **acquisitions — 29** , 606 ~~—~~ — Increases to current year tax ~~positions4~~ **positions34 , 607 4** , 706 3, 242 ~~2, 987~~ Decreases to prior year tax positions (**2, 455) (** 222) — ~~(15)~~ Decrease related to lapse of statute of limitations (**9, 591) (** 1, 722) (31 ~~) (58~~) Decrease related to settlements with tax authorities **(403)** — (348) ~~—~~ Ending balance $ **78, 558 $** 54, 053 $ 21, 537 ~~$ 18~~ **In December 2022** , ~~443~~ **the European Union agreed to implement Pillar Two, the OECD' s global minimum tax rate of 15 % for multinationals that meet a global revenue threshold. A number of countries have enacted or have announced plans to enact legislation to adopt Pillar Two. The Pillar Two legislation is effective for our fiscal year beginning January 1, 2024 and for fiscal year 2024 we do not anticipate that it will have a material impact to our tax provision or effective tax rate. However, the Pillar Two rules continue to evolve and their application may alter our tax obligations in certain countries in which we operate for fiscal periods beyond 2024 as we continue to assess the impact of tax legislation in these jurisdictions.** NOTE 13. GEOGRAPHIC INFORMATION AND SIGNIFICANT CUSTOMERS Significant Customers We sell products worldwide, on credit terms on an unsecured basis, as an OEM supplier, to independent medical supply distributors and directly to the end customer. The manufacturers and distributors, in turn, sell our products to healthcare providers. In ~~2022~~ **2023** , we had ~~worldwide~~ net sales to Medline of ~~15~~ **16** % of consolidated **worldwide** net sales. Geographic Information The table below presents our gross long- lived assets, consisting of property, plant and equipment, by country or region (in thousands): As of December 31, ~~20222021Costa~~ **20232022Costa** Rica $ **143, 380 $** 128, 179 **Mexico110** ~~$ 115~~ , ~~187 Mexico99~~ **124 99** , 849 ~~79, 567~~ Other ~~LATAM39~~ **LATAM47, 564 39** , 270 ~~36, 907~~ Canada5, **694 5,** 374 ~~4, 716 Italy24~~ **Italy28 , 201 24** , 323 ~~12, 435 Spain18~~ - **Spain21 , 921 18** , 948 ~~13, 295~~ Czech ~~Republic10~~ **Republic12 , 256 10** , 732 ~~—~~ Other Europe11, **440 11,** 375 ~~4, 171 APAC20~~ **APAC22 , 966 20** , 930 ~~20, 452~~ Total Foreign $ **403, 546 $** 358, 980 ~~$ 286, 730~~ United ~~States803~~ - **States833 , 251 803** , 577 ~~618, 374~~ Worldwide Total $ 1, **236, 797 $ 1,** 162, 557 ~~$ 905, 104~~ NOTE 14. STOCKHOLDERS' EQUITY In August 2019, our Board of Directors approved a common stock purchase plan to purchase up to $ 100. 0 million of our common stock. This plan has no expiration date. We have $ 100. 0 million remaining on this purchase plan. We did not purchase any of our common stock under our common stock purchase plan in **2023,** 2022 ~~,~~ **or** 2021 ~~or 2020~~ . We are limited on share purchases in accordance with the terms and conditions of our Senior Secured Credit Facilities (see Note 11: Long- Term Obligations). In ~~2022~~ **2023** , we withheld ~~47~~ **59** , ~~664~~ **377** shares of our common stock from employee vested restricted stock units in consideration for $ ~~10.~~ 9 **. 4** million in payments for the employees' share award income tax withholding obligations. We had ~~1~~ **2** , ~~633~~ **428** shares remaining in treasury at December 31, 2022. In ~~2021~~ **2022** , we withheld ~~40~~ **47** , ~~350~~ **664** shares of our common stock from employee vested restricted stock units in consideration for $ ~~8~~ **10** . ~~3~~ **9** million in payments for the employees' share award income tax withholding obligations. We had ~~119~~ **1, 633** shares remaining in treasury at December 31, 2021. In ~~2020~~ **2021** , we withheld ~~67~~ **40** , ~~041~~ **350** shares of our common stock from employee vested restricted stock units in consideration for $ ~~12~~ **8** . ~~9~~ **3** million in payments for the employees' share award income tax withholding obligations. We had ~~209~~ **119** shares remaining in treasury at December 31, 2020. We use treasury stock to issue shares for stock option exercises and restricted stock grants. Accumulated Other Comprehensive (Loss) Income (" AOCI") The components of AOCI, net of tax, were as follows (in thousands): Foreign Currency Translation AdjustmentsUnrealized Gains (Losses) on Cash Flow HedgesOther AdjustmentsTotalBalance as of January 1, ~~2020~~ **2021** $ (~~17~~ **4** , ~~310~~ **381**) $ **2, 784 $ 75 $ (** 1, **522** ~~880 $ 28 $ (15, 402~~) Other comprehensive ~~income~~ **loss** before ~~reclassifications12~~ -- **reclassifications (** ~~, 929 1, 505 47~~ 14, ~~481 664) (403) (62) (15, 129)~~ Amounts reclassified from AOCI — (~~601~~ **2, 618**) — (~~601) Other comprehensive income12, 929 904 47 13, 880 Balance as of December 31, 2020 $ (4, 381) $~~ 2, **618** ~~784 $ 75 $ (1, 522~~) Other comprehensive loss **(14, 664) (3, 021) (62) (17, 747) Balance as of December 31, 2021 $ (19, 045) $ (237) $ 13 $ (19, 269) Other comprehensive loss (income)** before reclassifications (~~14~~ **103** , ~~664~~ **928**) **54,** ~~(403) (62~~ **962 1** ~~) (15~~ , ~~129~~ **203 (47, 763**) Amounts reclassified from AOCI — (~~2~~ **13** , ~~618~~ **946**) — (~~2~~ **13** , ~~618~~ **946**) Other comprehensive **(** loss ~~(14, 664~~) **income** (~~3~~ **103** , ~~021~~ **928**) **41** ~~(62) (17~~ , ~~747~~ **016 1, 203 (61, 709**) Balance as of December 31, ~~2021~~ **2022** $ (~~19~~ **122** , ~~045~~ **973**) $ **40** ~~(237) $ 13 $ (19~~ , ~~269~~ **779 $ 1, 216 $ (80, 978**) Other comprehensive ~~loss~~ **income** before ~~reclassifications~~ **reclassifications46** ~~(103~~ , **189 12** ~~928) 54~~ , ~~962 1~~ **096 603 58** , **888** ~~203 (47, 763)~~ Amounts reclassified from AOCI — (~~13~~ **30** , ~~946~~ **991**) — (~~13~~ **30** , ~~946~~ **991**) Other comprehensive **income (** loss ~~(103, 928~~) ~~41~~ **46** , **189** ~~016 1, 203~~ (~~61~~ **18** , ~~709~~ **895**) **603 27, 897** Balance as of December 31, ~~2022~~ **2023** $ (~~122~~ **76** , ~~973~~ **784**) $ ~~40~~ **21** , ~~779~~ **884** $ 1, ~~216~~ **819** $ (~~80~~ **53** , ~~978~~ **081**) NOTE 15. COMMITMENTS AND CONTINGENCIES Legal Proceedings From time to time, we are involved in various legal proceedings, most of which are routine litigation, in the normal course of business. Our management does not believe that the resolution of the unsettled legal proceedings that we are involved with will have a material adverse impact on our financial position or results of operations. Off Balance Sheet Arrangements In the normal course of business, we have agreed to indemnify our officers and directors to the maximum extent permitted under Delaware law and to indemnify customers as to certain intellectual property matters related to sales of our products. There is no maximum limit on the indemnification that may be required under these agreements. We have never incurred, nor do we expect to incur, any

liability for indemnification. During November 2019, we acquired Pursuit ~~(see Note 2: Acquisitions)~~ . Total consideration for the acquisition included a potential contractual earn- out of up to $ 50. 0 million to be paid to former Pursuit equity holders, calculated based upon the achievement of certain performance targets during the earn- out period. As of June 30, 2021, the earn- out measurement period had ended and based on the actual sales and gross profit achieved during the measurement period we calculated the actual earn- out to be $ 26. 3 million. In October 2021, the $ 26. 3 million earn- out was finalized and paid to the former Pursuit equity holders (see Note 8: Fair Value Measurements). In August 2021, we entered into an agreement with one of our international distributors whereby that distributor would not compete with us in a specific territory for a three- year period that will end in September 2024. The terms of the agreement include a contingent earn- out payment. The contingent earn- out shall not exceed $ 6. 0 million, which will be earned based on certain revenue targets over a twelve- month measurement period determined by the highest four consecutive quarters commencing over a two- year period starting on the closing date of the agreement and provided that the distributor is in compliance with its obligations under the agreement. As of December 31, ~~2022~~ **2023** , the fair value of the contingent earn- out was ~~estimated at~~ **determined to be** $ ~~2~~ **3** . ~~6~~ **4** million **and was paid out in the first quarter of 2024** (see Note 8: Fair Value Measurements). During November 2021, we acquired a small foreign infusion systems supplier. Total consideration for the acquisition includes a potential earn- out payment of up to $ 2. 5 million, consisting of (i) a cash payment of $ 1. 0 million contingent on the achievement of certain revenue targets for the annual period ending December 31, 2022 and, separately, (ii) a cash payment of $ 1. 5 million contingent on certain product- related regulatory certifications obtained by May 26, 2024. As of December 31, ~~2022~~ **2023** , the estimated fair value for the contingent consideration related to certain product- related regulatory certifications was estimated to be $ 1. 5 million. As of December 31, 2022, the measurement period related to the contingent earn- out based on certain revenue targets ended and based on the actual revenue achieved during the measurement period we determined the fair value of the contingent earn- out was zero as the minimum threshold for earning the earn- out was not met. On January 6, 2022, we acquired Smiths Medical. Total consideration for the acquisition includes a potential earn- out payment of $ 100. 0 million in cash contingent on our common stock achieving a certain volume- weighted average price from the closing date to either the third or fourth anniversary of closing. As of December 31, ~~2022~~ **2023** , the estimated fair value of the contingent earn- out is $ ~~21~~ **4** . 0 million (see Note 8: Fair Value Measurements). Prior to being acquired, during 2021, Smiths Medical received a Warning Letter from the FDA following an inspection of Smiths Medical' s Oakdale, Minnesota Facility. The Warning Letter cited, among other things, failures to comply with FDA' s medical device reporting requirements and failures to comply with applicable portions of the Quality System Regulation. A provision for the estimated costs related to the field service corrective ~~action~~ **actions identified as of the closing date of the acquisition** was recorded on the opening acquired balance sheet of Smiths Medical. The initial estimate recorded was based on a probability- weighted estimate of the costs required to settle the obligation **related to known field corrective actions** . The actual costs to be incurred are dependent upon the scope of the work necessary to achieve regulatory clearance **, including potential additional field corrective actions,** and could differ from the original estimate. ~~The estimated~~ **For the years ended December 31, 2023 and 2022, we recorded additional expense of $ 20. 3 million and $ 5. 3 million, respectively, primarily related to additional field corrective actions identified and initiated during those periods. As of December 31, 2023, approximately $ 53. 6 million of the $ 56. 3 million of accrued** field service corrective action **was related to Smiths Medical** ~~recorded at December 31, 2022 is $ 49. 8 million~~ . We have non- cancelable operating lease agreements where we are contractually obligated to pay certain lease payment amounts (see Note 5: Leases). NOTE 16. COLLABORATIVE AND OTHER ARRANGEMENTS On February 3, 2017, we entered into two Manufacturing and Supply Agreements (" MSAs") whereby (i) Pfizer will manufacture and supply us with certain agreed upon products for an initial five- year term with a one- time two- year option to extend and (ii) we will manufacture and supply Pfizer certain agreed upon products for a term of five or ten years depending on the product, also with a one- time two- year option to extend. **We no longer purchase products from Pfizer under the MSA as described in (i) above.** The ~~MSAs~~ **MSA described in (ii) above** ~~provide~~ **provides** each party with mutually beneficial interests and **is** ~~both of the MSAs are to be~~ jointly managed by both Pfizer and ICU. The initial supply price, which will be annually updated, is in full consideration for all costs associated with the manufacture, documentation, packaging and certification of the products. On January 1, 2021, we amended our MSA with Pfizer, whereby we manufacture and supply certain agreed upon products to Pfizer. The amendments included a change to the term of the agreement to end on December 31, 2024 with Pfizer' s unilateral election to extend through December 31, 2025. Other changes to the terms of the MSA included (i) amendments to our level of supply of products to Pfizer, (ii) certain changes to our manufacturing lines, (iii) updates to our supply price with added volume price tiers for annual periods and (iv) certain minimum purchase requirements for certain products. On February 1, 2022, effective as of January 1, 2022, upon our request, Pfizer executed a Product Addendum (the" Product Addendum") to our MSA agreement, whereby Pfizer manufactures and supplies to us certain agreed upon products. The Product Addendum includes the supply of additional product to us subject to certain time and pricing terms and conditions. The Product Addendum included a minimum purchase obligation of $ 29. 6 million. The minimum purchase obligation under the addendum was satisfied during 2022. The Product Addendum expired on November 30, 2022. NOTE 17 ~~. SUBSEQUENT EVENTS~~ **: ACCOUNTS RECEIVABLE PURCHASE PROGRAM** On January 19, 2023, we entered into a revolving $ 150 million uncommitted receivables purchase agreement with Bank of The West (" BOW") **,** which **was subsequently acquired by BMO in February 2023. This agreement** ~~provides~~ **provided** for a less expensive form of capital. The discount rate applied to the sold receivables equals ~~,~~ a rate per annum equal to the sum of (i) an applicable margin of 1. 75 %, plus (ii) Term SOFR for a period equal to the discount period which is calculated with respect to the payment terms of the specific receivable. The accounts receivable ~~to be~~ sold have payment terms ranging between 30 and 60 days, and are related to customer accounts with good credit history. The transfer of the purchased accounts receivable under the agreement is intended to be an absolute and irrevocable transfer constituting a true sale as the transferred receivables have been isolated beyond the reach of the Company and our creditors, even in bankruptcy or other receivership. We ~~will~~ **do** not

retain effective control over the sold receivables and BOW **has** ~~will have~~ the right upon purchase to pledge and / or exchange the transferred assets without restrictions. The Company ~~will act~~ **acts** as collection agent for BOW ~~,~~ **and** collection services **are** ~~will be~~ undertaken by our accounts receivable personnel in their normal course of business and collected funds **are** ~~will be~~ remitted to BOW **. We do not have any continuing involvement with the sold receivables other than the collection services which does not provide us with more than a trivial benefit** . The discount rate has been negotiated net of consideration for the collection services, the cost of collection is ~~expected~~ **immaterial to the Company; therefore, we did not separately record any related servicing assets or liabilities related to the sold receivables. For the year ended December 31, 2023, the carrying value of trade receivables sold to BOW in connection with the purchase program was $ 629. 1 million. In exchange for the sale of trade receivables, we received cash of $ 625. 3 million. For the year ended December 31, 2023, the sale of the receivables resulted in a loss of $ 3. 7 million, recorded in other expense, net in our consolidated statement of operations. For the year ended December 31, 2023, we have collected and remitted $ 553. 2 million in cash to BOW. As of December 31, 2023, cash remaining** to be ~~immaterial to~~ **collected on behalf of BOW was $ 75. 9 million, which has been removed from our consolidated balance sheet as of December 31, 2023 and is reflected as cash provided by operating activities in** the ~~Company~~ **consolidated statement of cash flows. There were no such balances at December 31, 2022. The carrying value of the sold receivables approximated the fair value at December 31, 2023** . ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE None. ITEM 9A. CONTROLS AND PROCEDURES Limitations on Effectiveness of Controls and Procedures In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints, and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs. Evaluation of Disclosure Controls and Procedures Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a- 15 (e) and 15 (d)- 15 (e) under the Securities Exchange Act of 1934) as of the end of the period covered by this Report. Disclosure controls and procedures are designed to ensure that the information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities Exchange Commission, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. Based upon that evaluation, our principal executive officer and our principal financial officer concluded that, as of December 31, ~~2022~~ **2023** , our disclosure controls and procedures were effective at the reasonable assurance level ~~. As permitted by related SEC staff interpretive guidance for newly acquired businesses, the internal control over financial reporting of Smiths Medical was excluded from the evaluation of the effectiveness of our disclosure controls and procedures as of December 31, 2022. Smiths Medical, which we acquired in January 2022, constituted approximately 40 % of our total assets and 42 % of our total revenues as of and for the year ended December 31, 2022~~ . Changes in Internal Control Over Financial Reporting There was no change in our internal control over financial reporting that occurred during our most recent fiscal quarter that has materially affected or is reasonably likely to materially affect our internal control over financial reporting ~~, other than changes resulting from the acquisition and integration of Smiths Medical~~ . Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. Management has used the criteria in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission to evaluate the effectiveness of its internal control over financial reporting. Based on this criteria, management of the Company has concluded that the Company has maintained effective internal control over its financial reporting as of December 31, ~~2022~~ **2023** ~~. As permitted by related SEC staff interpretive guidance, we have excluded from the scope of our assessment of internal control over financial reporting the operations and related assets of Smiths Medical. Smiths Medical constituted approximately 40 % of our total assets and 42 % of our total revenues as of and for the year ended December 31, 2022~~ . Our independent registered public accounting firm that audited the December 31, ~~2022~~ **2023** financial statements included in this Annual Report on Form 10- K has independently assessed the effectiveness of our internal control over financial reporting and its report is below. ITEM 9B. OTHER INFORMATION **(a) None (b) The following table shows any " Rule 10b5- 1 trading arrangement " or " non- Rule 10b5- 1 trading arrangement, " each as defined in Item 408 (a) of Regulation S- K, adopted, modified, or terminated by our directors or" officers" (as defined in Rule 16a- 1 (f) under the Exchange Act) during the three months ended December 31, 2023. Name / TitleActionType of PlanAdoption DateEnd DateAggregate Number of Securities to be SoldPlan DescriptionVivek Jain, Chief Executive OfficerTerminated * Rule 10b5- 1 trading planMarch 15, 2023February 9, 2024206, 366 Exercise and sale of options * Mr Jain' s plan terminated as of November 3, 2023. His plan termination was previously disclosed in our Quarterly Report on 2023 Form 10- Q for the quarter ended September 30, 2023. Other than as disclosed above, no other officer (as defined in Rule 16a- 1 (f) under the Exchange Act) or director of the Company adopted, modified, or terminated a" Rule 10b5- 1 trading arrangement" or " non- Rule 10b5- 1 trading arrangement, " each as defined in Item 408 (a) of Regulation S- K.** ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS PART III ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE The following table lists the names, ages, certain positions and offices held by our executive officers and directors as of January 31, ~~2023~~ **2024** : NameAgeOffice HeldVivek ~~Jain50Chief~~ **Jain51Chief** Executive Officer (" CEO") and Chairman of the BoardBrian ~~Bonnell49Chief~~ **Bonnell50Chief** Financial Officer (" CFO") and TreasurerChristian ~~Voigtlander55Chief~~ **Voigtlander56Chief** Operating Officer (" COO") Daniel ~~Woolson46Corporate~~ **Woolson47Corporate** Vice President, General Manager- Infusion SystemsVirginia ~~Sanzone48Corporate~~ **Sanzone49Corporate** Vice President, General CounselGeorge A. Lopez, M. D. ~~75DirectorDavid~~ **76DirectorDavid** C. ~~Greenberg56DirectorElisha~~

Greenberg57DirectorElisha ~~Finney61DirectorDavid~~ **Finney62DirectorDavid** ~~Hoffmeister68DirectorDonald~~ **Hoffmeister69DirectorDonald** ~~Abbey56DirectorLaurie~~ **Abbey57DirectorLaurie** ~~Hernandez65DirectorKolleen~~ **Hernandez66DirectorKolleen** T. ~~Kennedy63DirectorWilliam~~ **Kennedy64DirectorWilliam** ~~Seeger71Director~~ **Seeger72Director** Mr. Jain joined the Company in February 2014 as Chairman of the Board and Chief Executive Officer. Mr. Jain served as CareFusion Corporation' s (" CareFusion") President of Procedural Solutions from 2011 to February 2014. Mr. Jain served as President, Medical Technologies and Services of CareFusion from 2009 until 2011. Mr. Jain served as the Executive Vice- President- Strategy and Corporate Development of Cardinal Health from 2007 until 2009. Mr. Jain served as Senior Vice President, Business Development and M & A for the Philips Medical Systems business of Koninklijke Philips Electronics N. V., an electronics company from 2006 to August 2007. Mr. Jain served as an investment banker at J. P. Morgan Securities, Inc., an investment banking firm, from 1994 to 2006. Mr. Jain' s last position with J. P. Morgan was as Co- Head of Global Healthcare Investment Banking from 2002 to 2006. Mr. Voigtlander has served as our Chief Operating Officer since January 2018. From February 2017 to January 2018, Mr. Voigtlander served as the Company' s Corporate Vice President, Business Development and General Manager, Infusion Solutions. From June 2015 to February 2017, Mr. Voigtlander served as the Company' s Vice President, Business Development. Prior to May 2015, Mr. Voigtlander held various roles at CareFusion and last served as Senior Vice President, Business Development and Strategy. Mr. Bonnell has served as our Chief Financial Officer and Treasurer since March 3, 2020. From May 2018 until March 2020, Mr. Bonnell served as the Company' s Corporate Vice President, Finance. Prior to joining the Company, Mr. Bonnell served as Treasurer and Head of Financial Planning and Analysis at Alere Inc. from May 2015 until December 2017. Prior to May 2015, Mr. Bonnell held various roles at CareFusion Corporation in Finance and last served as Senior Vice President, Tax and Treasurer. Mr. Woolson has served as our Corporate Vice President, General Manager- Infusion Systems since January 2017. Mr. Woolson served as President, Respiratory Solutions for Becton Dickinson from March 2015 to November 2016. Prior to March 2015, Mr. Woolson held various roles at CareFusion and last served as Vice President / General Manager, Specialty Disposables. Ms. Sanzone has served as our Corporate Vice President, General Counsel and Secretary since January 2018. Ms. Sanzone also serves as our Compliance Officer. Ms. Sanzone served as the Company' s Vice President, General Counsel from August of 2015 to January 2018. Prior to August of 2015, Ms. Sanzone held various roles at CareFusion and last served as Senior Vice President, Associate General Counsel- Business Segments & Americas. Dr. George A. Lopez, M. D. has been a director since 1984. He is the founder of the Company and served as Chairman of the Board, President and CEO from 1989 to October 2013, stepping down from these positions for health reasons. The Board believes Mr. Lopez should serve as a director due to his extensive experience with the Company and industry knowledge provides an invaluable insight to the Board on issues involving the Company and its goals. Mr. David C. Greenberg has been a director since 2015, serves as Lead Independent Director and Chair of the Compensation Committee and is a member of the Audit Committee. Mr. Greenberg is currently serving as Chief Executive Officer of HomeThrive, Inc. Mr. Greenberg joined HomeThrive, Inc. in October 2018. Mr. Greenberg was Executive Vice President, Strategy of Medline Industries, Inc. (“ Medline ”) from June 2008 to October 2018. Medline is a privately held manufacturer and distributor of medical supplies uniquely positioned to provide products, education and support across the continuum of care. In that capacity, Mr. Greenberg was a member of Medline' s Executive Board and advised top leadership / ownership on all aspects of the business. Mr. Greenberg was responsible for Strategy, Business Development and M & A. Additionally, Mr. Greenberg was a Group President and had responsibility for Medline' s distribution business and several manufacturing and marketing divisions. Mr. Greenberg has served on the board of directors for Amendia, Inc., a spinal implant company. Previously, Mr. Greenberg spent thirteen years in a variety of leadership positions within Aon Corporation, including Chief Financial Officer of its Aon Global subsidiary. Mr. Greenberg previously served as a director at Potrero Medical, Inc., the latest spinout of medical device incubator Theranova, LLC. Currently Mr. Greenberg serves on the board of directors of HomeThrive, Inc. since October 2018 ~~and~~ **,** Canadian Hospital Specialties, a privately held medical device manufacturer and specialty distributor, since April 2021 **and Access & Integrated Practice Holdings, LLC a comprehensive variable access medical services platform since 2023** . The Board believes Mr. Greenberg should serve as a director due to his extensive knowledge and experience in the medical industry, demonstrated executive leadership in business and insight into financial matters. Ms. Elisha W. Finney has been a director since January 2016, and serves as Chair of the Nominating and Governance Committee and is a member of the Audit Committee. Ms. Finney, now retired, was named Vice President, Finance and CFO of Varian Medical Systems in April 1999. In January 2005, she was promoted to Senior Vice President and given additional management responsibility for the Corporate Information Systems group. She was named Executive Vice President in February 2012. Varian Medical Systems is a leading manufacturer of medical devices and software for treating cancer and other medical conditions with radiotherapy, radiosurgery, proton therapy and brachytherapy. Ms. Finney managed a worldwide staff of 400. Her management responsibilities included corporate accounting; corporate communications and investor relations; internal financial and compliance audit; risk management; tax and treasury, and corporate information systems. Ms. Finney joined Varian as risk manager in 1988 and has assumed a wide variety of finance functions over her last 29 years with the company. Prior to joining Varian, Ms. Finney was with the Fox Group in Foster City, CA, and Beatrice Foods, a major food processing company, in Chicago, IL. Ms. Finney has served on the boards of: NanoString Technologies, a company that specializes in development of cancer diagnostics tools, since May 2017; Mettler Toledo, a multinational manufacturer of scales and analytical instruments, since November 2017; and Viatris, a global pharmaceutical and healthcare corporation, since December 2022. Ms. Finney previously served on the boards of directors of: Laserscope from August 2005 until July 2006 when Laserscope was sold to American Medical Systems; Thoratec, a developer, manufacturer and marketer of proprietary medical devices for mechanical circulatory support from July 2007 to May 2013; Altera Corporation, a manufacturer of programmable logic devices from September 2011 until December 2015, when Altera was sold to Intel; Cutera, Inc. a global provider of laser and other energy-based aesthetic systems, from November 2017 to May 2019; and iRobot Corporation, a robotics technology company, from

January 2017 to November 2021. The Board believes Ms. Finney should serve as a director due to her extensive knowledge and experience in the medical industry and her financial knowledge and experience, particularly with respect to her service on the Audit Committee. Mr. David F. Hoffmeister has been director since January 2018 and serves as Chair of the Audit Committee and a member of the Compensation Committee. Mr. Hoffmeister served as Senior Vice President and Chief Financial Officer of Life Technologies Corp. from 2004 to 2014. Prior to joining Life Technologies, Mr. Hoffmeister was a senior partner with McKinsey & Co., focusing on health care, private equity and chemicals industries. Before joining McKinsey, Mr. Hoffmeister held financial positions at GTE Corp. and W. R. Grace and Co. Mr. Hoffmeister currently serves on the boards of Kaiser Foundation Health Plan, Inc. and Kaiser Foundation Hospitals and has since November of 2014. Mr. Hoffmeister currently serves on the Board of Directors of Glaukos Corp. and has since 2014; Celanese Corp., since 2005; and Stepstone Group, Inc. since 2020. Mr. Hoffmeister received a bachelor' s of science degree from University of Minnesota and a M. B. A. from University of Chicago. The Board believes Mr. Hoffmeister should serve as a director due to his strong finance background and extensive experience as a chief financial officer of a global biotechnology company. Mr. Donald M. Abbey has been a director since January 2018 and is a member of the Nominating Governance Committee and the Compensation Committee. Mr. Abbey is currently serving as Executive Vice President, Global Business Services, IT, Quality and Regulatory Affairs at Dexcom, Inc. (" Dexcom "). Mr. Abbey joined Dexcom in May of 2016. Prior to joining Dexcom, Mr. Abbey was with Becton Dickinson (who acquired CareFusion Corporation in 2015 and which was spun out of Cardinal Health in 2009 (collectively, " BD ") from 2007. Mr. Abbey served in many roles over his years at BD including most recently as the Senior Vice President, Quality and Regulatory. Prior to his time at BD, Mr. Abbey held senior quality and regulatory affairs and general management positions with Respironics, Welch Allyn and Philips Healthcare. Mr. Abbey began his career at Varian Medical and Boston Scientific holding positions with increasing responsibility in research and development and quality. Mr. Abbey received a B. S. E. E from Washington State University and a M. B. A from University of Washington. The Board believes Mr. Abbey should serve as a director due to his extensive knowledge and experience in the medical industry and particularly, his knowledge of compliance and regulatory requirements. Ms. Laurie Hernandez has been a director since July 2021 and is a member of the Nominating and Governance Committee. Ms. Hernandez is a retired healthcare executive with over 25 years of strategic healthcare experience. Ms. Hernandez joined Baxter Healthcare Corporation (" Baxter ") in November of 2007 and has assumed a wide variety of strategic positions over her 10 years with that company. Prior to joining Baxter, Ms. Hernandez was with Hospira Inc. in Lake Forest, Illinois. Ms. Hernandez previously served on the boards of Sinai Health System in Chicago, Illinois and Lambs Farm in Libertyville, Illinois. The Board believes Ms. Hernandez should serve as a director due to her extensive experience in the medical industry. Ms. Kolleen T. Kennedy has been a director since December 2021 and recently retired as President, Proton Solutions & Chief Growth Officer at Varian Medical Systems (" Varian ") in December 2021. Ms. Kennedy joined Varian in 1997 as Marketing Manager for radiation therapy delivery systems, and assumed other strategic roles over 24 years including Executive Vice President of Varian Oncology Systems, the market leading radiation therapy business division with nearly 7, 000 employees worldwide. Prior to joining Varian, Ms. Kennedy was with Siemens Medical Systems and Radiation Oncology Computer Systems in oncology product sales and marketing. Ms. Kennedy received BS degrees in Radiation Oncology and Psychology from Wayne State University as well as an MS degree in Medical Physics from the University of Colorado. Ms. Kennedy currently serves on the ~~board~~ **boards** of **IPG Photonics since 2023 and** Wayne State University Foundation since 2018, served on the board of the City Cancer Challenge Foundation from 2018 to 2022, and served on the board of the Radiation Oncology Institute from 2018 to 2021. The Board believes Ms. Kennedy should serve as a director due to her relevant knowledge and history in the medical industry. Mr. William Seeger has been a director since February 2022. Mr Seeger, now retired, joined GKN plc, a global engineering group, in 2003 and was Group Finance Director until his retirement in 2014. At GKN plc he also held the roles of CEO of the Propulsion Systems Division, and CFO of the Aerospace Division. Earlier in his career Mr. Seeger spent 30 years at TRW, a U. S.- based automotive and aerospace group, where he held various senior finance positions. Mr. Seeger currently serves on the board of Spectris plc since 2015, Smiths Group PLC since 2014 and served on the board of GKN plc from 2007 to 2014. As mentioned above, in connection with the Company' s issuance of stock consideration for the acquisition of Smiths, the Company and Smiths Group entered into a Shareholder' s Agreement which gives Smiths Group the right to designate one individual for election to the Board so long as Smiths Group beneficially owns at least 5 % of the total outstanding shares of the Company stock. Mr. Seeger is Smiths Group' s designated director. Corporate Governance We have a Code of Business Conduct and Ethics applicable to all our directors, officers, and other employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. A copy is available on our website, www. icumed. com in the" Investors" section. We intend to satisfy the disclosure requirement under Item 5. 05 of Form 8- K regarding any future amendments to, or waiver from, a provision of our Code of Business Conduct and Ethics, as well as Nasdaq' s requirement to disclose waivers with respect to directors and executive officers, by posting such information on our website at the address and location specified above. Additional information as required by this Item 10 of Form 10- K will be set forth under the captions Executive Officers, Election of Directors, Audit Committee and Compliance with Section 16 (a) Beneficial Ownership Reporting Compliance in our definitive Proxy Statement to be filed in connection with our ~~2023~~ **2024** Annual Meeting of Stockholders, and such information is incorporated herein by reference. ITEM 11. EXECUTIVE COMPENSATION The information required by this Item 11 of Form 10- K will be set forth under the caption Executive Officer and Director Compensation, Compensation Committee and Compensation Committee Interlocks and Insider Participation in our definitive Proxy Statement to be filed in connection with our ~~2023~~ **2024** Annual Meeting of Stockholders, and such information is incorporated herein by reference. ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS The information required by this Item 12 of Form 10- K will be set forth under the caption Security Ownership of Certain Beneficial Owners and Management and Equity Compensation Plan Information in our definitive Proxy Statement to be filed in connection with our

~~2023~~ **2024** Annual Meeting of Stockholders, and such information is incorporated herein by reference. ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE The information required by this Item 13 of Form 10- K will be set forth under the caption Transactions with Related Persons, Policies and Procedures Regarding Transactions with Related Persons and Director Independence in our definitive Proxy Statement to be filed in connection with our ~~2023~~ **2024** Annual Meeting of Stockholders, and such information is incorporated herein by reference. ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES The information about aggregate fees billed to us by our principal accountant, Deloitte & Touche LLP (PCAOB No. 34) as required by this Item 14 of Form 10- K will be set forth under the caption Ratification of Auditors in our definitive Proxy Statement to be filed in connection with our ~~2023~~ **2024** Annual Meeting of Stockholders, and such information is incorporated herein by reference. PART IV ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES Form 10- K Page No. The following documents are filed as part of this report: 1. Consolidated Financial Statements. See Index to Consolidated Financial Statements in Part II, Item 8 of this Form 10- K. ~~56~~ **58** 2. Exhibits. The exhibits listed in the accompanying Exhibit Index are filed or incorporated by reference as part of this Form 10- K. ~~1133~~ - **1173** . Financial Statement Schedules. The Financial Statement Schedules required to be filed as a part of this Report are: Schedule II — Valuation and Qualifying Accounts ~~115~~ **119** EXHIBIT INDEX Exhibit NumberExhibit Description2. 1Share Sale and Purchase Agreement, dated September 8, 2021, by and between Smiths Group International Holdings Limited, a private limited company incorporated in England and Wales, and ICU Medical, Inc., a Delaware corporation. Filed as an Exhibit to Registrant' s Current Report on Form 8- K filed **on** September 8, 2021 **(File No. 001- 34634)** . 2. 2Put Option Deed from ICU Medical, Inc., a Delaware corporation to Smiths Group International Holdings Limited, a private limited company incorporated in England and Wales. Filed as an Exhibit to Registrant' s Current Report on Form 8- K filed **on** September 8, 2021 **(File No. 001- 34634)** . 3. 1Registrant' s Certificate of Incorporation, as amended and restated. Filed as an ~~exhibit~~ **Exhibit** to Registrant' s Current Report on Form 8- K filed on June 10, 2014 **(File No. 001- 34634)** . 3. 2 Registrant' s Bylaws, as amended and restated. Filed as an Exhibit to Registrant' s Current Report on Form 8- K filed ~~August~~ **on November** 3, ~~2016~~ **2023 (File No. 001- 34634)** . 4. 1Description of Securities Registered Under Section 12 of the Exchange Act. Filed as an Exhibit to Registrant' s Annual Report on Form 10- K for the year ended December 31, 2019, filed **on** March 2, 3020 **(File No. 001- 34634)** . 10. 1 Form of Indemnification Agreement with Directors and Executive Officers. Filed as an Exhibit to Registrant' s Quarterly Report on Form 10- Q for the Quarter ended September 30, 2010, filed **on** October 22, 2010 (File No. 001- 34634). 10. 2 Registrant' s 2002 Employee Stock Purchase Plan. * Filed as an Exhibit to Registrant' s definitive Proxy Statement filed pursuant to Regulation 14A on April 3, 2002 (File No. 000- 19974). 10. 3 Executive officer compensation * 10. 4 Non- employee director compensation * 10. 5 2008 Performance- Based Incentive Plan, as amended. * Filed as Annex A to Registrant' s proxy statement filed April 3, 2013 (File No. 001- 34634). 10. 6Amended and Restated ICU Medical, Inc. 2011 Stock Incentive Plan. * **Filed as an Exhibit to Registrant' s Quarterly Report on Form 10- Q for the Quarter ended March 31, 2018 (File No. 001- 34634).** 10. 7First Amendment to ICU Medical, Inc. Amended and Restated 2011 Stock Incentive Plan. Filed as an ~~exhibit~~ **Exhibit** to Registrant' s Annual Report on Form 10- K for the year ended December 31, 2019, filed **on** March 2, 2020 (File No. 001- 34634). 10. **8Second Amendment to** ~~8Amended and Restated Executive Employment Agreement, dated as of April 15, 2022, by and between~~ ICU Medical, Inc. **Amended** and ~~Vivek Jain~~ **Restated 2011 Stock Incentive Plan** . ~~*~~ Filed as an Exhibit to Registrant' s Current Report on Form 8- K filed **on May 22, 2023 (File No. 001- 34634). 10. 9Amended and Restated Executive Employment Agreement, dated as of April 15, 2022, by and between ICU Medical, Inc. and Vivek Jain. * Filed as an Exhibit to Registrant' s Current Report on Form 8- K filed on** April 20, 2022 **(File No. 001- 34634)** . 10. ~~9Letter~~ **10Letter** agreement between the Registrant and Alison Burcar, effective April 1, 2019. ***** Filed as an Exhibit to Registrant' s Quarterly Report on Form 10- Q for the Quarter ended March 31, 2019 **(File No. 001- 34634)** . 10. ~~10ICU~~ **11ICU** Medical, Inc. Executive Severance Plan. * Filed as an Exhibit to Registrant' s Current Report on Form 8- K filed **on** January 6, 2017 **(File No. 001- 34634)** . 10. ~~11First~~ **12First** Amendment to the ICU Medical, Inc. Executive Severance Plan. * Filed as an Exhibit to Registrant' s Current Report on Form 8- K filed **on** January 6, 2020 **(File No. 001- 34634)** . 10. ~~12Second~~ **13Second** Amendment to the ICU Medical, Inc. Executive Severance Plan. * Filed as an Exhibit to Registrant' s Current Report on Form 8- K filed **on** January 3, 2023 **(File No. 001- 34634)** . 10. ~~13Credit~~ **14Credit** Agreement, dated as of January 6, 2022, by and among ICU Medical, Inc. as Borrower, certain subsidiaries as guarantors, Wells Fargo Bank, National Association, as Administrative Agent, Wells Fargo Securities, LLC and Barclays Bank PLC as joint bookrunners and joint lead arrangers and the other joint bookrunners and joint lead arrangers listed therein. # Filed as an Exhibit to Registrant' s Current Report on Form 8- K filed January 7, 2022 **(File No. 001- 34634)** . 10. ~~14Shareholders~~ **15Shareholders** Agreement, dated as of January 6, 2022, by and between ICU Medical, Inc. and Smiths Group International Holdings Limited. Filed as an Exhibit to Registrant' s Current Report on Form 8- K filed **on** January 7, 2022 **(File No. 001- 34634)** . 21 Subsidiaries of Registrant. 23. 1 Consent of Deloitte & Touche LLP 31. 1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes- Oxley Act of 2002 31. 2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes- Oxley Act of 2002 32 Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes- Oxley Act of ~~2002~~ **200297 . 1Policy Relating to Recovery of Erroneously Awarded Compensation** Exhibit 101. INS The instance document does not appear in the interactive data file because its XBRL (Extensible Business Reporting Language) tags are embedded within the Inline XBRL document. Exhibit 101. SCH XBRL Taxonomy Extension Schema DocumentExhibit 101. CAL XBRL Taxonomy Extension Calculation Linkbase DocumentExhibit 101. LAB XBRL Taxonomy Extension Label Linkbase DocumentExhibit 101. PRE XBRL Taxonomy Extension Presentation Linkbase DocumentExhibit 101. DEF XBRL Taxonomy Extension Definition Linkbase DocumentExhibit 104Cover Page Interactive Data File (embedded within the Inline XBRL document). * Executive compensation plan or other arrangement # Annexes, schedules and exhibits have been omitted pursuant to Item 601 (a) (5) (b) (2) of Regulation S- K. The Registrant hereby agrees to furnish supplementally a copy of any omitted annex, schedule or exhibit to the SEC upon request. SCHEDULE II VALUATION AND QUALIFYING ACCOUNTS Additions (Amounts in

thousands) DescriptionBalance atBeginning ofPeriodCharged toCosts andExpensesCharged toOther AccountsWrite- off / DisposalsBalanceat Endof PeriodFor the year ended December 31, ~~2020: Allowance for doubtful accounts $ 20, 219 $ 7, 137 $ (5, 866) $ — $ 21, 490 Warranty and return reserve- accounts receivable $ 6, 377 $ (3, 609) $ (61) $ — $ 2, 707 Warranty and return reserve- inventory $ (3, 477) $ 2, 033 $ (169) $ — $ (1, 613) Deferred tax asset valuation allowance $ 3, 677 $ — $ 214 $ — $ 3, 891 For the year ended December 31,~~ 2021: Allowance for doubtful accounts $ 21, 490 $ 345 $ (14, 797) $ — $ 7, 038 Warranty and return reserve- accounts receivable $ 2, 707 $ 568 $ (790) $ — $ 2, 485 Warranty and return reserve- inventory $ (1, 613) $ 263 $ (533) $ — $ (1, 883) Deferred tax asset valuation allowance $ 3, 891 $ — $ (957) $ — $ 2, 934 For the year ended December 31, 2022: Allowance for doubtful accounts $ 7, 038 $ 1, 036 $ 456 $ — $ 8, 530 Warranty and return reserve- accounts receivable (1) $ 2, 485 $ (364) $ 3, 742 $ — $ 5, 863 Warranty and return reserve- inventory / accrued (2) $ (1, 883) $ 5, 266 $ 47, 436 $ — $ 50, 819 Deferred tax asset valuation allowance $ 2, 934 $ — $ 8, 232 $ — $ 11, 166 **For the year ended December 31, 2023: Allowance for doubtful accounts $ 8, 530 $ 838 $ 1, 696 $ — $ 11, 064 Warranty and return reserve- accounts receivable $ 5, 863 $ 1, 627 $ 15 $ — $ 7, 505 Warranty and return reserve- inventory / accrued (3) $ 50, 819 $ 20, 290 $ (13, 313) $ — $ 57, 796 Deferred tax asset valuation allowance $ 11, 166 $ — $ (2, 714) $ — $ 8, 452** (1) Includes an acquired balance of $ 3. 8 million related to the Smiths Medical acquisition. (2) Includes an acquired balance of $ 55. 2 million in short- term and long- term accrued warranty reserve related to the Smiths Medical acquisition. **(3Additional charges to expense were primarily related to additional field corrective actions identified and initiated during the period related to the Smiths Medical business FDA warning letter (See Note: 15 Commitments and Contingencies in our accompanying consolidated financial statements).** ITEM 16. FORM 10- K SUMMARY ~~None~~ SIGNATURE Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. ICU MEDICAL, INC. By: / s / Vivek Jain Vivek Jain Chairman of the Board and Chief Executive Officer Dated: February 27, ~~2023~~ **2024** SIGNATURES Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of Registrant and in the capacities and on the dates indicated. Signature Title Date / s / Vivek Jain Chairman of the Board and February 27, ~~2023Vivek~~ **2024Vivek** Jain Chief Executive Officer (Principal Executive Officer) / s / Brian M. Bonnell Chief Financial Officer February 27, ~~2023Brian~~ **2024Brian** M. Bonnell (Principal Financial Officer and Principal Accounting Officer) / s / George A. Lopez, M. D. Director February 27, ~~2023George~~ **2024George** A. Lopez, M. D. / s / David C. Greenberg Director February 27, ~~2023David~~ **2024David** C. Greenberg / s / Elisha W. Finney Director February 27, ~~2023Elisha~~ **2024Elisha** W. Finney / s / David F. Hoffmeister Director February 27, ~~2023David~~ **2024David** F. Hoffmeister / s / Donald M. AbbeyDirectorFebruary 27, ~~2023Donald~~ **2024Donald** M. Abbey / s / Laurie HernandezDirectorFebruary 27, ~~2023Laurie~~ **2024Laurie** Hernandez / s / Kolleen T. KennedyDirectorFebruary 27, ~~2023Kolleen~~ **2024Kolleen** T. Kennedy / s / William SeegerDirectorFebruary 27, ~~2023William~~ **2024William** Seeger Exhibit 10. 3 Executive Officer Compensation **The** ~~As of March 1, 2022, the~~ annual base salaries for our executive officers are as follows: NameTitleVivek JainChairman of the Board and Chief Executive Officer $ 775, 000 Brian M. BonnellChief Financial Officer and Treasurer $ 475, 000 Christian VoigtlanderChief Operating Officer $ 500, 000 Daniel WoolsonCorporate Vice President, General Manager- Infusion Systems $ 375, 000 Virginia SanzoneCorporate Vice President, General Counsel $ 430, 000 Exhibit 10. 4 Non- Employee Director Compensation We currently pay our non-employee directors the following: • annual retainer of $ ~~93~~ **98** , 500 for the Lead Director • annual retainer of $ 102, 000 for the Chairperson of the Audit Committee • annual retainer of $ 92, 500 for the Chairperson of the Compensation Committee • annual retainer of $ 85, 000 for the Chairperson of the Nominating and Governance Committee The equity component of the director' s compensation is valued at $ 180, 000 ~~. The annual equity package consists~~ **consisting** of ~~50 % in stock options and 50 % in~~ restricted stock units ~~. The options become exercisable one year after the grant date and expire ten years after the grant date~~ . The restricted stock units vest one year from the grant date ~~. AMENDED AND RESTATED ICU MEDICAL, INC. 2011 STOCK INCENTIVE PLAN 1. Purposes of the Plan. The purposes of this Plan are to attract and retain the best available personnel, to provide additional incentives to Employees, Directors and Consultants and to promote the success of the Company' s business. The Plan amends and restates in its entirety the ICU Medical, Inc. 2011 Stock Incentive Plan, as amended (the " Original Plan "). 2. Definitions. The following definitions shall apply as used herein and in the individual Award Agreements except as defined otherwise in an individual Award Agreement. In the event a term is separately defined in an individual Award Agreement, such definition shall supersede the definition contained in this Section 2. (a) " Administrator " means the Board or any of the Committees appointed to administer the Plan. (b) " Affiliate " and " Associate " shall have the respective meanings ascribed to such terms in Rule 12b- 2 promulgated under the Exchange Act. (c) " Applicable Laws " means the legal requirements relating to the Plan and the Awards under applicable provisions of federal securities laws, state corporate and securities laws, the Code, the rules of any applicable stock exchange or national market system, and the rules of any non- U. S. jurisdiction applicable to Awards granted to residents therein. (d) " Assumed " means that pursuant to a Corporate Transaction or Change in Control either (i) the Award is expressly affirmed by the Company or (ii) the contractual obligations represented by the Award are expressly assumed (and not simply by operation of law) by the successor entity or its Parent in connection with the transaction with appropriate adjustments to the number and type of securities of the successor entity or its Parent subject to the Award and the exercise or purchase price thereof which at least preserves the compensation element of the Award existing at the time of the transaction as determined in accordance with the instruments evidencing the agreement to assume the Award. (e) " Award " means the grant of an Option, SAR, Dividend Equivalent Right, Restricted Stock, Restricted Stock Unit or other right or benefit under the Plan. (f) " Award Agreement " means the written agreement evidencing the grant of an Award executed by the Company and the Grantee, including any amendments thereto. (g) " Board " means the Board of Directors of the Company. (h) " Cause " means, with respect to the termination by the Company or a Related Entity of the Grantee' s Continuous Service, that such termination is for " Cause " as such term (or word of like import) is expressly defined in a then- effective written agreement between the Grantee and the Company or such Related Entity, or in the absence of such~~

then- effective written agreement and definition, is based on, in the determination of the Administrator, the Grantee' s: (i) performance of any act or failure to perform any act in bad faith and to the detriment of the Company or a Related Entity; (ii) dishonesty, intentional misconduct or material breach of any agreement with the Company or a Related Entity; or (iii) commission of a crime involving dishonesty, breach of trust, or physical or emotional harm to any person; provided, however, that with regard to any agreement that defines " Cause " on the occurrence of or in connection with a Corporate Transaction or a Change in Control, such definition of " Cause " shall not apply until a Corporate Transaction or a Change in Control actually occurs. (i) " Change in Control " means: (i) With respect to an Award granted prior to the Effective Date, a " Change in Control " as defined in the Original Plan; and (ii) With respect to an Award granted on or after the Effective Date, a change in ownership or control of the Company effected through either of the following transactions: (A) the acquisition by an individual, entity or group (within the meaning of Section 13 (d) (3) or 14 (d) (2) of the Exchange Act (a " Person ") of beneficial ownership of any capital stock of the Company if, after such acquisition, such Person beneficially owns (within the meaning of Rule 13d- 3 promulgated under the Exchange Act) 50 % or more of either (A) the then- outstanding shares of common stock of the Company (the " Outstanding Company Common Stock ") or (B) the combined voting power of the then- outstanding voting securities of the Company entitled to vote generally in the election of directors (the " Outstanding Company Voting Securities "); provided, however, that for purposes of this subsection, the following acquisitions shall not constitute a Change in Control: (i) any acquisition from the Company, (ii) any acquisition by the Company, (iii) any acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Company or any corporation controlled by the Company, or (iv) any acquisition by any corporation pursuant to a transaction which complies with all of clauses (A), (B) and (C) of subsection (c) of this section; or (B) individuals who, as of the date hereof, constitute the members of the Board (the " Incumbent Directors ") ceasing for any reason to constitute at least a majority of the Board; provided, however, that any individual becoming a director subsequent to the date hereof whose election or nomination for election by the Company' s stockholders was approved by a vote of at least a majority of the Incumbent Directors then in office shall be deemed to be an Incumbent Director (except that this proviso shall not apply to any individual whose initial election as a director occurs as a result of an actual or threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board); or (C) the consummation of a reorganization, merger or consolidation involving the Company or a sale or other disposition of all or substantially all of the assets of the Company (a " Business Combination "), unless, immediately following such Business Combination, each of the following three conditions is satisfied: (A) all or substantially all of the individuals and entities who were the beneficial owners of the Outstanding Company Common Stock and Outstanding Company Voting Securities immediately prior to such Business Combination beneficially own, directly or indirectly, more than 50 % of the then- outstanding shares of common stock and the combined voting power of the then- outstanding voting securities entitled to vote generally in the election of directors, respectively, of the resulting or acquiring corporation in such Business Combination (which shall include, without limitation, a corporation which as a result of such transaction owns the Company or substantially all of the Company' s assets either directly or through one or more subsidiaries) (such resulting or acquiring corporation is referred to as the " Acquiring Corporation ") in substantially the same proportions, relative to one another, as their ownership, immediately prior to such Business Combination, of the Outstanding Company Common Stock and Outstanding Company Voting Securities, respectively, (B) no Person (excluding the Acquiring Corporation or any employee benefit plan (or related trust) maintained or sponsored by the Company or the Acquiring Corporation) beneficially owns, directly or indirectly, 50 % or more of the then- outstanding shares of common stock of the Acquiring Corporation, or of the combined voting power of the then- outstanding voting securities of such corporation (except to the extent that such ownership existed prior to the Business Combination) and (C) a majority of the members of the board of directors of the Acquiring Corporation were Incumbent Directors at the time of the execution of the initial agreement, or of the action of the Board, providing for such Business Combination; or (D) approval of the stockholders of the Company of a complete liquidation or dissolution of the Company. Notwithstanding the foregoing, if a Change in Control constitutes a payment event with respect to any Award (or portion of any Award) that provides for the deferral of compensation that is subject to Section 409A of the Code, to the extent required to avoid the imposition of additional taxes under Section 409A of the Code, the transaction or event described in subsection (A), (B), (C) or (D) with respect to such Award (or portion thereof) shall only constitute a Change in Control for purposes of the payment timing of such Award if such transaction also constitutes a " change in control event, " as defined in Treasury Regulation Section 1. 409A- 3 (i) (5). (j) " Code " means the Internal Revenue Code of 1986, as amended. (k) " Committee " means any committee composed of members of the Board appointed by the Board to administer the Plan. (l) " Common Stock " means the common stock of the Company. (m) " Company " means ICU Medical, Inc., a Delaware corporation, or any successor entity that assumes the Plan in connection with a Change in Control. (n) " Consultant " means any person (other than an Employee or a Director, solely with respect to rendering services in such person' s capacity as a Director) who is engaged by the Company or any Related Entity to render consulting or advisory services to the Company or such Related Entity. (o) " Continuing Directors " means members of the Board who either (i) have been Board members continuously for a period of at least twelve (12) months or (ii) have been Board members for less than twelve (12) months and were elected or nominated for election as Board members by at least a majority of the Board members described in clause (i) who were still in office at the time such election or nomination was approved by the Board. (p) " Continuous Service " means that the provision of services to the Company or a Related Entity in any capacity of Employee, Director or Consultant is not interrupted or terminated. In jurisdictions requiring notice in advance of an effective termination as an Employee, Director or Consultant, Continuous Service shall be deemed terminated upon the actual cessation of providing services to the Company or a Related Entity notwithstanding any required notice period that must be fulfilled before a termination as an Employee, Director or Consultant can be effective under Applicable Laws. A Grantee' s Continuous Service shall be deemed to have terminated either upon an actual termination of Continuous Service or upon the entity for which the Grantee provides services ceasing to be a

Related Entity. Continuous Service shall not be considered interrupted in the case of (i) any approved leave of absence, (ii) transfers among the Company, any Related Entity, or any successor, in any capacity of Employee, Director or Consultant, or (iii) any change in status as long as the individual remains in the service of the Company or a Related Entity in any capacity of Employee, Director or Consultant (except as otherwise provided in the Award Agreement). Notwithstanding the foregoing, except as otherwise determined by the Administrator, in the event of any spin- off of a Related Entity, service as an Employee, Director or Consultant for such Related Entity following such spin- off shall be deemed to be Continuous Service for purposes of the Plan and any Award under the Plan. An approved leave of absence shall include sick leave, military leave, or any other authorized personal leave. For purposes of each Incentive Stock Option granted under the Plan, if such leave exceeds three (3) months, and reemployment upon expiration of such leave is not guaranteed by statute or contract, then the Incentive Stock Option shall be treated as a Non- Qualified Stock Option on the day three (3) months and one (1) day following the expiration of such three (3) month period. (q) " Corporate Transaction " means any of the following transactions; provided, however, that the Administrator shall determine under parts (iv) and (v) whether multiple transactions are related, and its determination shall be final, binding and conclusive: (i) a merger or consolidation in which the Company is not the surviving entity, except for a transaction the principal purpose of which is to change the state in which the Company is incorporated; (ii) the sale, transfer or other disposition of all or substantially all of the assets of the Company; (iii) the complete liquidation or dissolution of the Company; (iv) any reverse merger or series of related transactions culminating in a reverse merger (including, but not limited to, a tender offer followed by a reverse merger) in which the Company is the surviving entity but (A) the shares of Common Stock outstanding immediately prior to such merger are converted or exchanged by virtue of the merger into other property, whether in the form of securities, cash or otherwise, or (B) in which securities possessing more than forty percent (40 %) of the total combined voting power of the Company' s outstanding securities are transferred to a person or persons different from those who held such securities immediately prior to such merger or the initial transaction culminating in such merger, but excluding any such transaction or series of related transactions that the Administrator determines shall not be a Corporate Transaction; or (v) acquisition in a single or series of related transactions by any person or related group of persons (other than the Company or by a Company- sponsored employee benefit plan) of beneficial ownership (within the meaning of Rule 13d - 3 of the Exchange Act) of securities possessing more than fifty percent (50 %) of the total combined voting power of the Company' s outstanding securities but excluding any such transaction or series of related transactions that the Administrator determines shall not be a Corporate Transaction. (r) " Covered Employee " means an Employee who is a " covered employee " under Section 162 (m) (3) of the Code. (s) " Director " means a member of the Board or the board of directors of any Related Entity. (t) " Disability " means as defined under the long- term disability policy of the Company or the Related Entity to which the Grantee provides services regardless of whether the Grantee is covered by such policy. If the Company or the Related Entity to which the Grantee provides services does not have a long- term disability plan in place, " Disability " means that a Grantee is unable to carry out the responsibilities and functions of the position held by the Grantee by reason of any medically determinable physical or mental impairment for a period of not less than ninety (90) consecutive days. A Grantee will not be considered to have incurred a Disability unless he or she furnishes proof of such impairment sufficient to satisfy the Administrator in its discretion. (u) " Dividend Equivalent Right " means a right entitling the Grantee to compensation measured by dividends paid with respect to Common Stock. (v) " Effective Date " means, for purposes of the Plan (as amended and restated), the date on which the Plan is approved by the Company' s stockholders; provided, however, that solely for purposes of the last sentence of Section 12, the Effective Date shall be the date on which the Plan (as amended and restated) is adopted by the Board, subject to approval of the Plan (as amended and restated) by the Company' s stockholders. Notwithstanding the foregoing, the Original Plan shall remain in effect on its existing terms unless and until the Plan (as amended and restated) is approved by the Company' s stockholders. (w) " Employee " means any person, including an Officer or Director, who is in the employ of the Company or any Related Entity, subject to the control and direction of the Company or any Related Entity as to both the work to be performed and the manner and method of performance. The payment of a Director' s fee by the Company or a Related Entity shall not be sufficient to constitute " employment " by the Company. (x) " Exchange Act " means the Securities Exchange Act of 1934, as amended. (y) " Fair Market Value " means, as of any date, the value of Common Stock determined as follows: (i) If the Common Stock is listed on one or more established stock exchanges or national market systems, including without limitation The NASDAQ Global Select Market, The NASDAQ Global Market or The NASDAQ Capital Market of The NASDAQ Stock Market LLC, its Fair Market Value shall be the closing sales price for such stock (or the closing bid, if no sales were reported) as quoted on the principal exchange or system on which the Common Stock is listed (as determined by the Administrator) on the date of determination (or, if no closing sales price or closing bid was reported on that date, as applicable, on the last trading date such closing sales price or closing bid was reported), as reported in The Wall Street Journal or such other source as the Administrator deems reliable; (ii) If the Common Stock is regularly quoted on an automated quotation system (including the OTC Bulletin Board) or by a recognized securities dealer, its Fair Market Value shall be the closing sales price for such stock as quoted on such system or by such securities dealer on the date of determination, but if selling prices are not reported, the Fair Market Value of a share of Common Stock shall be the mean between the high bid and low asked prices for the Common Stock on the date of determination (or, if no such prices were reported on that date, on the last date such prices were reported), as reported in The Wall Street Journal or such other source as the Administrator deems reliable; or (iii) In the absence of an established market for the Common Stock of the type described in (i) and (ii), above, the Fair Market Value thereof shall be determined by the Administrator in good faith. (z) " Grantee " means an Employee, Director or Consultant who receives an Award under the Plan. (aa) " Incentive Stock Option " means an Option intended to qualify as an incentive stock option within the meaning of Section 422 of the Code. (aa) " Non- Qualified Stock Option " means an Option not intended to qualify as an Incentive Stock Option. (ab) " Officer " means a person who is an officer of the Company or a Related Entity within the meaning of Section 16 of the Exchange Act and the rules and regulations promulgated thereunder. (ac) " Option " means an option to purchase Shares

pursuant to an Award Agreement granted under the Plan. (ad) " Parent " means a " parent corporation, " whether now or hereafter existing, as defined in Section 424 (e) of the Code. (ae) " Performance- Based Compensation " means compensation qualifying as " performance- based compensation " under Section 162 (m) of the Code. (af) " Plan " means this Amended and Restated 2011 Stock Incentive Plan. (ag) " Related Entity " means any Parent or Subsidiary of the Company. (ah) " Replaced " means that pursuant to a Change in Control or Corporate Transaction the Award is replaced with a comparable stock award or a cash incentive program of the Company, the successor entity (if applicable) or Parent of either of them which preserves the compensation element of such Award existing at the time of the transaction and provides for subsequent payout in accordance with the same (or a more favorable) vesting schedule applicable to such Award. The determination of Award comparability shall be made by the Administrator and its determination shall be final, binding and conclusive. (ai) " Restricted Stock " means Shares issued under the Plan to the Grantee for such consideration, if any, and subject to such restrictions on transfer, rights of first refusal, repurchase provisions, forfeiture provisions, and other terms and conditions as established by the Administrator. (aj) " Restricted Stock Units " means an Award which may be earned in whole or in part upon the passage of time or the attainment of performance criteria established by the Administrator and which may be settled for cash, Shares or other securities or a combination of cash, Shares or other securities as established by the Administrator. (ak) " Rule 16b- 3 " means Rule 16b- 3 promulgated under the Exchange Act or any successor thereto. (al) " SAR " means a stock appreciation right entitling the Grantee to Shares or cash compensation, as established by the Administrator, measured by appreciation in the value of Common Stock. (am) " Share " means a share of the Common Stock. (an) " Subsidiary " means a " subsidiary corporation, " whether now or hereafter existing, as defined in Section 424 (f) of the Code. 3. Stock Subject to the Plan. (a) Subject to the provisions of Section 10, below, the maximum aggregate number of Shares which may be issued pursuant to all Awards (including Incentive Stock Options) is equal to the sum of 4, 179, 510 Shares (the " Share Limit "). The maximum aggregate number of Shares which may be issued pursuant to all Awards of Incentive Stock Options is 4, 179, 510 Shares. Notwithstanding the foregoing, any Shares covered by Awards other than Options and SARs shall be counted against the limit set forth herein as 2. 09 Shares for every one (1) Share issued in connection with such Award (and shall be counted as 2. 09 Shares for every one (1) Share returned or deemed not have been issued from the Plan pursuant to Section 3 (b) below in connection with Awards other than Options and SARs). SARs payable in Shares shall reduce the maximum aggregate number of Shares which may be issued under the Plan only by the gross number of actual Shares issued to the Grantee upon exercise of the SAR. The Shares to be issued pursuant to Awards may be authorized, but unissued, or reacquired Common Stock. (b) Any Shares covered by an Award (or portion of an Award) which is forfeited, canceled or expires (whether voluntarily or involuntarily) shall be deemed not to have been issued for purposes of determining the maximum aggregate number of Shares which may be issued under the Plan. Shares that actually have been issued under the Plan pursuant to an Award shall not be returned to the Plan and shall not become available for future issuance under the Plan, except that if unvested Shares are forfeited, or repurchased by the Company at the lower of their original purchase price or their Fair Market Value at the time of repurchase, such Shares shall become available for future grant under the Plan. Notwithstanding anything to the contrary contained herein: (i) Shares tendered or withheld in payment of an Option exercise price shall not be returned to the Plan and shall not become available for future issuance under the Plan; (ii) Shares withheld by the Company to satisfy any tax withholding obligation shall not be returned to the Plan and shall not become available for future issuance under the Plan; (iii) all Shares covered by the portion of an SAR that is exercised (whether or not Shares are actually issued to the Grantee upon exercise of the SAR) shall be considered issued pursuant to the Plan; and (iv) Shares purchased on the open market by the Company with the cash proceeds received from the exercise of Options shall not be returned to the Plan and shall not become available for future issuance under the Plan. 4. Administration of the Plan. (a) Plan Administrator. (i) Administration with Respect to Directors and Officers. With respect to grants of Awards to Directors or Employees who are also Officers or Directors of the Company, the Plan shall be administered by (A) the Board or (B) a Committee designated by the Board, which Committee shall be constituted in such a manner as to satisfy the Applicable Laws and to permit such grants and related transactions under the Plan to be exempt from Section 16 (b) of the Exchange Act in accordance with Rule 16b - 3. Once appointed, such Committee shall continue to serve in its designated capacity until otherwise directed by the Board. (ii) Administration with Respect to Consultants and Other Employees. With respect to grants of Awards to Employees or Consultants who are neither Directors nor Officers of the Company, the Plan shall be administered by (A) the Board or (B) a Committee designated by the Board, which Committee shall be constituted in such a manner as to satisfy the Applicable Laws. Once appointed, such Committee shall continue to serve in its designated capacity until otherwise directed by the Board. The Board may authorize one or more Officers to grant such Awards and may limit such authority as the Board determines from time to time. (iii) Administration with Respect to Covered Employees. Notwithstanding the foregoing, grants of Awards to any Covered Employee intended to qualify as Performance- Based Compensation shall be made only by a Committee (or subcommittee of a Committee) which is comprised solely of two or more Directors eligible to serve on a committee making Awards intended to qualify as Performance- Based Compensation. In the case of such Awards granted to Covered Employees, references to the " Administrator " or to a " Committee " shall be deemed to be references to such Committee or subcommittee. (iv) Administration Errors. In the event an Award is granted in a manner inconsistent with the provisions of this subsection (a), such Award shall be presumptively valid as of its grant date to the extent permitted by the Applicable Laws. (b) Powers of the Administrator. Subject to Applicable Laws and the provisions of the Plan (including any other powers given to the Administrator hereunder), and except as otherwise provided by the Board, the Administrator shall have the authority, in its discretion: (i) to select the Employees, Directors and Consultants to whom Awards may be granted from time to time hereunder; (ii) to determine whether and to what extent Awards are granted hereunder; (iii) to determine the number of Shares or the amount of other consideration to be covered by each Award granted hereunder; (iv) to approve forms of Award Agreements for use under the Plan; (v) to determine the terms and conditions of any Award granted hereunder; (vi) to amend the terms of any outstanding Award granted under the Plan, provided that (A) any amendment that would adversely affect the Grantee' s rights

under an outstanding Award shall not be made without the Grantee' s written consent; provided, however, that an amendment or modification that may cause an Incentive Stock Option to become a Non- Qualified Stock Option shall not be treated as adversely affecting the rights of the Grantee, (B) the reduction of the exercise price of any Option awarded under the Plan and the base appreciation amount of any SAR awarded under the Plan shall be subject to stockholder approval and (C) canceling an Option or SAR at a time when its exercise price or base appreciation amount (as applicable) exceeds the Fair Market Value of the underlying Shares, in exchange for cash or for another Option, SAR, Restricted Stock or other Award shall be subject to stockholder approval, unless the cancellation and exchange occurs in connection with a Corporate Transaction or Change in Control. Notwithstanding the foregoing, canceling an Option or SAR in exchange for another Option, SAR, Restricted Stock or other Award with an exercise price, purchase price or base appreciation amount (as applicable) that is equal to or greater than the exercise price or base appreciation amount (as applicable) of the original Option or SAR shall not be subject to stockholder approval; (vii) to construe and interpret the terms of the Plan and Awards, including without limitation, any notice of award or Award Agreement, granted pursuant to the Plan; (viii) to grant Awards to Employees, Directors and Consultants employed outside the United States on such terms and conditions different from those specified in the Plan as may, in the judgment of the Administrator, be necessary or desirable to further the purpose of the Plan; and (ix) to take such other action, not inconsistent with the terms of the Plan, as the Administrator deems appropriate. The express grant in the Plan of any specific power to the Administrator shall not be construed as limiting any power or authority of the Administrator, provided that the Administrator may not exercise any right or power reserved to the Board. Any decision made, or action taken, by the Administrator in connection with the administration of this Plan shall be final, conclusive and binding on all persons having an interest in the Plan. (c) Indemnification. In addition to such other rights of indemnification as they may have as members of the Board or as Officers or Employees of the Company or a Related Entity, members of the Board and any Officers or Employees of the Company or a Related Entity to whom authority to act for the Board, the Administrator or the Company is delegated shall be defended and indemnified by the Company to the extent permitted by law on an after- tax basis against all reasonable expenses, including attorneys' fees, actually and necessarily incurred in connection with the defense of any claim, investigation, action, suit or proceeding, or in connection with any appeal therein, to which they or any of them may be a party by reason of any action taken or failure to act under or in connection with the Plan, or any Award granted hereunder, and against all amounts paid by them in settlement thereof (provided such settlement is approved by the Company) or paid by them in satisfaction of a judgment in any such claim, investigation, action, suit or proceeding, except in relation to matters as to which it shall be adjudged in such claim, investigation, action, suit or proceeding that such person is liable for gross negligence, bad faith or intentional misconduct; provided, however, that within thirty (30) days after the institution of such claim, investigation, action, suit or proceeding, such person shall offer to the Company, in writing, the opportunity at the Company' s expense to defend the same. 5. Eligibility. Awards other than Incentive Stock Options may be granted to Employees, Directors and Consultants. Incentive Stock Options may be granted only to Employees of the Company or a Parent or a Subsidiary of the Company. An Employee, Director or Consultant who has been granted an Award may, if otherwise eligible, be granted additional Awards. Awards may be granted to such Employees, Directors or Consultants who are residing in non- U. S. jurisdictions as the Administrator may determine from time to time. 6. Terms and Conditions of Awards. (a) Types of Awards. The Administrator is authorized under the Plan to award any type of arrangement to an Employee, Director or Consultant that is not inconsistent with the provisions of the Plan and that by its terms involves or might involve the issuance of (i) Shares, (ii) cash or (iii) an Option, a SAR, or similar right with a fixed or variable price related to the Fair Market Value of the Shares and with an exercise or conversion privilege related to the passage of time, the occurrence of one or more events, or the satisfaction of performance criteria or other conditions. Such Awards include, without limitation, Options, SARs, sales or bonuses of Restricted Stock, Restricted Stock Units or Dividend Equivalent Rights, and an Award may consist of one such security or benefit, or two (2) or more of them in any combination or alternative; provided, however, that a Dividend Equivalent Right may not be granted or payable with respect to an Option or SAR. (b) Designation of Award. Each Award shall be designated in the Award Agreement. In the case of an Option, the Option shall be designated as either an Incentive Stock Option or a Non- Qualified Stock Option. However, notwithstanding such designation, an Option will qualify as an Incentive Stock Option under the Code only to the extent the $ 100, 000 dollar limitation of Section 422 (d) of the Code is not exceeded. The $ 100, 000 limitation of Section 422 (d) of the Code is calculated based on the aggregate Fair Market Value of the Shares subject to Options designated as Incentive Stock Options which become exercisable for the first time by a Grantee during any calendar year (under all plans of the Company or any Parent or Subsidiary of the Company). For purposes of this calculation, Incentive Stock Options shall be taken into account in the order in which they were granted, and the Fair Market Value of the Shares shall be determined as of the grant date of the relevant Option. In the event that the Code or the regulations promulgated thereunder are amended after the Effective Date to provide for a different limit on the Fair Market Value of Shares permitted to be subject to Incentive Stock Options, then such different limit will be automatically incorporated herein and will apply to any Options granted after the effective date of such amendment. (c) Conditions of Award. (i) Subject to the terms of the Plan, the Administrator shall determine the provisions, terms and conditions of each Award including, but not limited to, the Award vesting schedule, repurchase provisions, rights of first refusal, forfeiture provisions, form of payment (cash, Shares or other consideration) upon settlement of the Award, payment contingencies, and satisfaction of any performance criteria. The performance criteria established by the Administrator may be based on any one of, or combination of, the following: (i) change in share price; (ii) operating earnings, operating profit margins, earnings before interest, taxes, depreciation, or amortization, net earnings, earnings per share (basic or diluted) or other measure of earnings; (iii) total stockholder return; (iv) operating margin; (v) gross margin; (vi) balance sheet performance, including debt, long- or short- term, inventory, accounts payable or receivable, working capital, or shareholders' equity; (vii) return measures, including return on invested capital, sales, assets or equity; (viii) days' sales outstanding; (ix) operating income; (x) net operating income; (xi) pre- tax profit; (xii) cash flow, including cash flow from operations, investing, or financing activities,

before or after dividends, investments or capital expenditures; (xiii) revenue; (xiv) expenses, including cost of goods sold, operating expenses, marketing and administrative expense, research and development, restructuring or other special or unusual items, interest, tax expense or other measures of savings; (xv) earnings before interest, taxes and depreciation; (xvi) economic value created or added; (xvii) market share; (xviii) sales or net sales; (xix) sales or net sales of particular products; (xx) gross profits; (xxi) net income; (xxii) inventory turns; (xxiii) revenue per employee; and (xxiv) implementation or completion of critical projects involving acquisitions, divestitures, process improvements, product or production quality, attainment of other strategic objectives relating to market penetration, geographic expansion, product development, regulatory or quality performance, innovation or research goals. The performance criteria may be applicable to the Company, Related Entities and / or any individual business units of the Company or any Related Entity. Partial achievement of the specified criteria may result in a payment or vesting corresponding to the degree of achievement as specified in the Award Agreement. In addition, the performance criteria shall be calculated in accordance with generally accepted accounting principles, but excluding the effect (whether positive or negative) of any change in accounting standards and any extraordinary, unusual or nonrecurring item, as determined by the Administrator, occurring after the establishment of the performance criteria applicable to the Award intended to be performance- based compensation. Each such adjustment, if any, shall be made solely for the purpose of providing a consistent basis from period to period for the calculation of performance criteria in order to prevent the dilution or enlargement of the Grantee' s rights with respect to an Award intended to be performance- based compensation. (ii) The Administrator, in its sole discretion, may provide for inclusion or exclusion of the impact of an event or occurrence which the Administrator determines should appropriately be excluded, including (i) restructurings, discontinued operations, special items, and other unusual, infrequently occurring or non- recurring charges, events or items; (ii) asset sales or write- downs; (iii) litigation or claim judgments or settlements; (iv) acquisitions or divestitures; (v) reorganization or change in the corporate structure or capital structure of the Company; (vi) an event either not directly related to the operations of the Company, Subsidiary, division, business segment or business unit or not within the reasonable control of management; (vii) foreign exchange gains and losses; (viii) a change in the fiscal year of the Company; (ix) the refinancing or repurchase of bank loans or debt securities; (x) unbudgeted capital expenditures; (xi) the issuance or repurchase of equity securities and other changes in the number of outstanding shares; (xii) conversion of some or all of convertible securities to Common Stock; (xiii) any business interruption event; (xiv) changes in pricing; (xv) changes in foreign currency exchange rates; (xvi) the cumulative effects of tax or accounting changes in accordance with U. S. generally accepted accounting principles; (xvii) gains and losses that are treated as unusual in nature or that occur infrequently under Accounting Standards Codification Topic 225; or (xviii) the effect of changes in other laws or regulatory rules affecting reported results. (d) Acquisitions and Other Transactions. The Administrator may issue Awards under the Plan in settlement, assumption or substitution for, outstanding awards or obligations to grant future awards in connection with the Company or a Related Entity acquiring another entity, an interest in another entity or an additional interest in a Related Entity whether by merger, stock purchase, asset purchase or other form of transaction, and any Shares subject to such Awards will not count against the Share Limit. (e) Deferral of Award Payment. To the extent consistent with Applicable Laws, the Administrator may establish one or more programs under the Plan to permit selected Grantees the opportunity to elect to defer receipt of consideration upon vesting, exercise of an Award, satisfaction of performance criteria, or other event that absent the election would entitle the Grantee to payment or receipt of Shares or other consideration under an Award. The Administrator may establish the election procedures, the timing of such elections, the mechanisms for payments of, and accrual of interest or other earnings, if any, on amounts, Shares or other consideration so deferred, and such other terms, conditions, rules and procedures that the Administrator deems advisable for the administration of any such deferral program. (f) Separate Programs. The Administrator may establish one or more separate programs under the Plan for the purpose of issuing particular forms of Awards to one or more classes of Grantees on such terms and conditions as determined by the Administrator from time to time. (g) Individual Limitations on Awards. (i) Individual Limit for Options and SARs. The maximum number of Shares with respect to which Options and SARs may be granted to any Grantee in any calendar year shall be five hundred thousand (500, 000) Shares. The foregoing limitation shall be adjusted proportionately in connection with any change in the Company' s capitalization pursuant to Section 10, below. To the extent required by Section 162 (m) of the Code or the regulations thereunder, in applying the foregoing limitation with respect to a Grantee, if any Option or SAR is canceled, the canceled Option or SAR shall continue to count against the maximum number of Shares with respect to which Options and SARs may be granted to the Grantee. For this purpose, the repricing of an Option (or in the case of a SAR, the base amount on which the stock appreciation is calculated is reduced to reflect a reduction in the Fair Market Value of the Common Stock) shall be treated as the cancellation of the existing Option or SAR and the grant of a new Option or SAR. (ii) Individual Limit for Restricted Stock and Restricted Stock Units. For awards of Restricted Stock and Restricted Stock Units that are intended to be Performance- Based Compensation, the maximum number of Shares with respect to which such Awards may be granted to any Grantee in any calendar year shall be two hundred fifty thousand (250, 000) Shares. The foregoing limitation shall be adjusted proportionately in connection with any change in the Company' s capitalization pursuant to Section 10, below. (iii) Director Award Limit. Notwithstanding any provision to the contrary in the Plan, the sum of any cash compensation and the grant date fair value (determined as of the date of the grant under Financial Accounting Standards Board Accounting Standards Codification Topic 718, or any successor thereto) of all Awards granted under the Plan to a non- employee Director during any calendar year shall not exceed the amount equal to $ 750, 000. (h) Deferral. If the vesting or receipt of Shares under an Award is deferred to a later date, any amount (whether denominated in Shares or cash) paid in addition to the original number of Shares subject to such Award will not be treated as an increase in the number of Shares subject to the Award if the additional amount is based either on a reasonable rate of interest or on one or more predetermined actual investments such that the amount payable by the Company at the later date will be based on the actual rate of return of a specific investment (including any decrease as well as any increase in the value of an investment). (i) Early Exercise. The Award Agreement may, but need not, include a provision

whereby the Grantee may elect at any time while an Employee, Director or Consultant to exercise any part or all of the Award prior to full vesting of the Award. Any unvested Shares received pursuant to such exercise may be subject to a repurchase right in favor of the Company or a Related Entity or to any other restriction the Administrator determines to be appropriate. (j) Term of Award. The term of each Option and SAR shall be the term stated in the Award Agreement, provided, however, that the term of any Award shall be no more than ten (10) years from the date of grant thereof. However, in the case of an Incentive Stock Option granted to a Grantee who, at the time the Option is granted, owns stock representing more than ten percent (10 %) of the voting power of all classes of stock of the Company or any Parent or Subsidiary of the Company, the term of the Incentive Stock Option shall be five (5) years from the date of grant thereof or such shorter term as may be provided in the Award Agreement. Notwithstanding the foregoing, the specified term of any Award shall not include any period for which the Grantee has elected to defer the receipt of the Shares or cash issuable pursuant to the Award. (k) Transferability of Awards. Incentive Stock Options may not be sold, pledged, assigned, hypothecated, transferred or disposed of in any manner other than by will or by the laws of descent or distribution and may be exercised, during the lifetime of the Grantee, only by the Grantee. Other Awards shall be transferable (i) by will and by the laws of descent and distribution and (ii) during the lifetime of the Grantee, to the extent and in the manner authorized by the Administrator but only to the extent such transfers are made to family members, to family trusts, to family controlled entities, to charitable organizations, and pursuant to domestic relations orders or agreements, in all cases without payment for such transfers to the Grantee. Notwithstanding the foregoing, the Grantee may designate one or more beneficiaries of the Grantee' s Award, in the event of the Grantee' s death, on a beneficiary designation form provided by the Administrator. (l) Time of Granting Awards. The date of grant of an Award shall for all purposes be the date on which the Administrator makes the determination to grant such Award, or such other later date as is determined by the Administrator. (m) Dividend and Dividend Equivalent Rights. Dividends and Dividend Equivalent Rights with respect to an Award shall only be paid to the Grantee to the extent that the applicable vesting conditions are subsequently satisfied and the Award vests. (n) Award Vesting Limitations. Notwithstanding any other provision of the Plan to the contrary, but subject to Section 11, Awards granted under the Plan on or after the Effective Date shall vest no earlier than the first anniversary of the date the Award is granted; provided, however, that, notwithstanding the foregoing, Awards that result in the issuance of an aggregate of up to 5 % of the Shares available pursuant to Section 3. 1 (a) as of the Effective Date may be granted to any one or more Grantees without respect to such minimum vesting provisions. Nothing in this Section 6 (n) shall preclude the Administrator from taking action, in its sole discretion, to accelerate the vesting of any Award in connection with or following a Grantee' s death, disability, termination of Continuous Service or the consummation of a Change in Control. 7. Award Exercise or Purchase Price, Consideration and Taxes. (a) Exercise or Purchase Price. The exercise or purchase price, if any, for an Award shall be as follows: (i) In the case of an Incentive Stock Option: (A) granted to an Employee who, at the time of the grant of such Incentive Stock Option owns stock representing more than ten percent (10 %) of the voting power of all classes of stock of the Company or any Parent or Subsidiary of the Company, the per Share exercise price shall be not less than one hundred ten percent (110 %) of the Fair Market Value per Share on the date of grant; or (B) granted to any Employee other than an Employee described in the preceding paragraph, the per Share exercise price shall be not less than one hundred percent (100 %) of the Fair Market Value per Share on the date of grant. (ii) In the case of a Non- Qualified Stock Option, the per Share exercise price shall be not less than one hundred percent (100 %) of the Fair Market Value per Share on the date of grant. (iii) In the case of Awards intended to qualify as Performance- Based Compensation, the exercise or purchase price, if any, shall be not less than one hundred percent (100 %) of the Fair Market Value per Share on the date of grant. (iv) In the case of SARs, the base appreciation amount shall not be less than one hundred percent (100 %) of the Fair Market Value per Share on the date of grant. (v) In the case of other Awards, such price as is determined by the Administrator. (vi) Notwithstanding the foregoing provisions of this Section 7 (a), in the case of an Award issued pursuant to Section 6 (d), above, the exercise or purchase price for the Award shall be determined in accordance with the provisions of the relevant instrument evidencing the agreement to issue such Award. (b) Consideration. Subject to Applicable Laws, the consideration to be paid for the Shares to be issued upon exercise or purchase of an Award, including the method of payment, shall be determined by the Administrator. In addition to any other types of consideration the Administrator may determine, the Administrator is authorized to accept as consideration for Shares issued under the Plan the following, provided that the portion of the consideration equal to the par value of the Shares must be paid in cash or other legal consideration permitted by the Delaware General Corporation Law: (i) cash; (ii) check; (iii) surrender of Shares or delivery of a properly executed form of attestation of ownership of Shares as the Administrator may require which have a Fair Market Value on the date of surrender or attestation equal to the aggregate exercise price of the Shares as to which said Award shall be exercised; (iv) with respect to Options, payment through a broker- dealer sale and remittance procedure pursuant to which the Grantee (A) shall provide written instructions to a Company- designated brokerage firm to effect the immediate sale of some or all of the purchased Shares and remit to the Company sufficient funds to cover the aggregate exercise price payable for the purchased Shares and (B) shall provide written directives to the Company to deliver the certificates for the purchased Shares directly to such brokerage firm in order to complete the sale transaction; (v) with respect to Options, payment through a " net exercise " such that, without the payment of any funds, the Grantee may exercise the Option and receive the net number of Shares equal to (i) the number of Shares as to which the Option is being exercised, multiplied by (ii) a fraction, the numerator of which is the Fair Market Value per Share (on such date as is determined by the Administrator) less the Exercise Price per Share, and the denominator of which is such Fair Market Value per Share (the number of net Shares to be received shall be rounded down to the nearest whole number of Shares); or (vi) any combination of the foregoing methods of payment. The Administrator may at any time or from time to time, by adoption of or by amendment to the standard forms of Award Agreement described in Section 4 (b) (iv), or by other means, grant Awards which do not permit all of the foregoing forms of consideration to be used in payment for the Shares or which otherwise restrict one or more forms of consideration. (c) Taxes. No Shares shall be delivered under the Plan to any Grantee or other person until such Grantee or other person has made

arrangements acceptable to the Administrator for the satisfaction of any non- U. S., federal, state, or local income and employment tax withholding obligations, including, without limitation, obligations incident to the receipt of Shares. Upon exercise or vesting of an Award, the Company shall withhold or collect from the Grantee an amount sufficient to satisfy such tax obligations, including, but not limited to, by surrender of the whole number of Shares covered by the Award sufficient to satisfy the minimum applicable tax withholding obligations incident to the exercise or vesting of an Award (reduced to the lowest whole number of Shares if such number of Shares withheld would result in withholding a fractional Share with any remaining tax withholding settled in cash). 8. Exercise of Award. (a) Procedure for Exercise; Rights as a Stockholder. (i) Any Award granted hereunder shall be exercisable at such times and under such conditions as determined by the Administrator under the terms of the Plan and specified in the Award Agreement. (ii) An Award shall be deemed to be exercised when written notice of such exercise has been given to the Company in accordance with the terms of the Award by the person entitled to exercise the Award and full payment for the Shares with respect to which the Award is exercised has been made, including, to the extent selected, use of the broker- dealer sale and remittance procedure to pay the purchase price as provided in Section 7 (b) (iv). (b) Exercise of Award Following Termination of Continuous Service. (i) An Award may not be exercised after the termination date of such Award set forth in the Award Agreement and may be exercised following the termination of a Grantee' s Continuous Service only to the extent provided in the Award Agreement. (ii) Where the Award Agreement permits a Grantee to exercise an Award following the termination of the Grantee' s Continuous Service for a specified period, the Award shall terminate to the extent not exercised on the last day of the specified period or the last day of the original term of the Award, whichever occurs first. (iii) Any Award designated as an Incentive Stock Option to the extent not exercised within the time permitted by law for the exercise of Incentive Stock Options following the termination of a Grantee' s Continuous Service shall convert automatically to a Non- Qualified Stock Option and thereafter shall be exercisable as such to the extent exercisable by its terms for the period specified in the Award Agreement. 9. Conditions upon Issuance of Shares. (a) If at any time the Administrator determines that the delivery of Shares pursuant to the exercise, vesting or any other provision of an Award is or may be unlawful under Applicable Laws, the vesting or right to exercise an Award or to otherwise receive Shares pursuant to the terms of an Award shall be suspended until the Administrator determines that such delivery is lawful and shall be further subject to the approval of counsel for the Company with respect to such compliance. The Company shall have no obligation to effect any registration or qualification of the Shares under federal or state laws. (b) As a condition to the exercise of an Award, the Company may require the person exercising such Award to represent and warrant at the time of any such exercise that the Shares are being purchased only for investment and without any present intention to sell or distribute such Shares if, in the opinion of counsel for the Company, such a representation is required by any Applicable Laws. 10. Adjustments upon Changes in Capitalization. Subject to any required action by the stockholders of the Company and Section 11 hereof, the number of Shares covered by each outstanding Award, and the number of Shares which have been authorized for issuance under the Plan but as to which no Awards have yet been granted or which have been returned to the Plan, the exercise or purchase price of each such outstanding Award, the maximum number of Shares with respect to which Awards may be granted as incentive stock options or to any Grantee in any calendar year, as well as any other terms that the Administrator determines require adjustment, shall be proportionately adjusted for (i) any increase or decrease in the number of issued Shares resulting from a stock split, reverse stock split, stock dividend, combination or reclassification of the Shares, or similar transaction affecting the Shares, (ii) any other increase or decrease in the number of issued Shares effected without receipt of consideration by the Company, or (iii) any other transaction with respect to Common Stock including a corporate merger, consolidation, acquisition of property or stock, separation (including a spin- off or other distribution of stock or property), reorganization, liquidation (whether partial or complete) or any similar transaction; provided, however, that conversion of any convertible securities of the Company shall not be deemed to have been " effected without receipt of consideration. " In the event of any distribution of cash or other assets to stockholders other than a normal cash dividend, the Administrator shall also make such adjustments as provided in this Section 10 or substitute, exchange or grant Awards to effect such adjustments (collectively " adjustments "). Any such adjustments to outstanding Awards will be effected in a manner that precludes the enlargement of rights and benefits under such Awards. In connection with the foregoing adjustments, the Administrator may, in its discretion, prohibit the exercise of Awards or other issuance of Shares, cash or other consideration pursuant to Awards during certain periods of time. Except as the Administrator determines, no issuance by the Company of shares of any class, or securities convertible into shares of any class, shall affect, and no adjustment by reason hereof shall be made with respect to, the number or price of Shares subject to an Award. 11. Corporate Transactions and Changes in Control. (a) With respect to Awards granted prior to the Effective Date: (i) Termination of Award to Extent Not Assumed in Corporate Transaction. Effective upon the consummation of a Corporate Transaction, all outstanding Awards under the Plan shall terminate. However, all such Awards shall not terminate to the extent they are Assumed in connection with the Corporate Transaction. (ii) Acceleration of Award upon Corporate Transaction or Change in Control. (A) Corporate Transaction. Except as provided otherwise in an individual Award Agreement, in the event of a Corporate Transaction, for the portion of each Award that is neither Assumed nor Replaced, such portion of the Award shall automatically become fully vested and exercisable and be released from any repurchase or forfeiture rights (other than repurchase rights exercisable at Fair Market Value) for all of the Shares (or other consideration) at the time represented by such portion of the Award, immediately prior to the specified effective date of such Corporate Transaction, provided that the Grantee' s Continuous Service has not terminated prior to such date. (B) Change in Control. Except as provided otherwise in an individual Award Agreement, in the event of a Change in Control (other than a Change in Control which also is a Corporate Transaction), each Award which is at the time outstanding under the Plan automatically shall become fully vested and exercisable and be released from any repurchase or forfeiture rights (other than repurchase rights exercisable at Fair Market Value), immediately prior to the specified effective date of such Change in Control, for all of the Shares (or other consideration) at the time represented by such Award, provided that the Grantee' s Continuous Service has not terminated prior to such date. (b) With respect to Awards

granted on or after the Effective Date, if a Change in Control occurs and a Participant' s outstanding Awards are not Assumed or Replaced by the surviving or successor entity in such Change in Control, in any case, as determined by the Administrator, then immediately prior to the Change in Control such outstanding Awards, to the extent not Assumed or Replaced, shall become fully vested and, as applicable, exercisable and shall be deemed exercised or canceled in exchange for payment of the transaction consideration (net of any applicable exercise or purchase price due) immediately prior to the consummation of such transaction, and all forfeiture, repurchase and other restrictions on such Awards shall lapse immediately prior to such transaction. If an Award vests and, as applicable, is exercised or canceled and paid out in lieu of being Assumed or Replaced in connection with a Change in Control, the Award shall terminate upon the Change in Control. (c) Effect of Acceleration on Incentive Stock Options. Any Incentive Stock Option accelerated under this Section 11 in connection with a Corporate Transaction or Change in Control shall remain exercisable as an Incentive Stock Option under the Code only to the extent the $ 100, 000 dollar limitation of Section 422 (d) of the Code is not exceeded. 12. Effective Date and Term of Plan. The Plan (as amended and restated) shall become effective upon the Effective Date. The Plan (as amended and restated) shall continue in effect for a term of ten (10) years from the Effective Date. 13. Amendment, Suspension or Termination of the Plan. (a) The Board may at any time amend, suspend or terminate the Plan; provided, however, that no such amendment shall be made without the approval of the Company' s stockholders to the extent such approval is required by Applicable Laws, or if such amendment would lessen the stockholder approval requirements of Section 4 (b) (vi) or this Section 13 (a). (b) No Award may be granted during any suspension of the Plan or after termination of the Plan. (c) No suspension or termination of the Plan (including termination of the Plan under Section 11, above) shall adversely affect any rights under Awards already granted to a Grantee. 14. Reservation of Shares. (a) The Company, during the term of the Plan, will at all times reserve and keep available such number of Shares as shall be sufficient to satisfy the requirements of the Plan. (b) The inability of the Company to obtain authority from any regulatory body having jurisdiction, which authority is deemed by the Company' s counsel to be necessary to the lawful issuance and sale of any Shares hereunder, shall relieve the Company of any liability in respect of the failure to issue or sell such Shares as to which such requisite authority shall not have been obtained. 15. No Effect on Terms of Employment / Consulting Relationship. The Plan shall not confer upon any Grantee any right with respect to the Grantee' s Continuous Service, nor shall it interfere in any way with his or her right or the right of the Company or any Related Entity to terminate the Grantee' s Continuous Service at any time, with or without Cause including, but not limited to, Cause, and with or without notice. The ability of the Company or any Related Entity to terminate the employment of a Grantee who is employed at will is in no way affected by its determination that the Grantee' s Continuous Service has been terminated for Cause for the purposes of this Plan. 16. No Effect on Retirement and Other Benefit Plans. Except as specifically provided in a retirement or other benefit plan of the Company or a Related Entity, Awards shall not be deemed compensation for purposes of computing benefits or contributions under any retirement plan of the Company or a Related Entity, and shall not affect any benefits under any other benefit plan of any kind or any benefit plan subsequently instituted under which the availability or amount of benefits is related to level of compensation. The Plan is not a " Pension Plan " or " Welfare Plan " under the Employee Retirement Income Security Act of 1974, as amended. 17. Stockholder Approval. The Plan (as amended and restated) will be submitted for the approval of the Company' s stockholders within twelve (12) months after the date of the Board' s initial adoption of the Plan (as amended and restated). Awards may be granted or awarded under the Plan (as amended and restated) and subject to the terms and conditions of the Original Plan following the Board' s adoption of the Plan (as amended and restated) unless and until the Plan (as amended and restated) receives stockholder approval. Awards granted from and after stockholder approval of the Plan (as amended and restated) will be subject to the terms and conditions of the Plan (as amended and restated). If the Plan (as amended and restated) is not approved by stockholders within twelve (12) months after its adoption by the Board, then the Original Plan shall continue on its existing terms and conditions and the Plan (as amended and restated) shall be of no force or effect. 18. Unfunded Obligation. Grantees shall have the status of general unsecured creditors of the Company. Any amounts payable to Grantees pursuant to the Plan shall be unfunded and unsecured obligations for all purposes, including, without limitation, Title I of the Employee Retirement Income Security Act of 1974, as amended. Neither the Company nor any Related Entity shall be required to segregate any monies from its general funds, or to create any trusts, or establish any special accounts with respect to such obligations. The Company shall retain at all times beneficial ownership of any investments, including trust investments, which the Company may make to fulfill its payment obligations hereunder. Any investments or the creation or maintenance of any trust or any Grantee account shall not create or constitute a trust or fiduciary relationship between the Administrator, the Company or any Related Entity and a Grantee, or otherwise create any vested or beneficial interest in any Grantee or the Grantee' s creditors in any assets of the Company or a Related Entity. The Grantees shall have no claim against the Company or any Related Entity for any changes in the value of any assets that may be invested or reinvested by the Company with respect to the Plan. 19. Construction. Captions and titles contained herein are for convenience only and shall not affect the meaning or interpretation of any provision of the Plan. Except when otherwise indicated by the context, the singular shall include the plural and the plural shall include the singular. Use of the term " or " is not intended to be exclusive, unless the context clearly requires otherwise. 20. Nonexclusivity of the Plan. Neither the adoption of the Plan (as amended and restated) by the Board, the submission of the Plan (as amended and restated) to the stockholders of the Company for approval, nor any provision of the Plan will be construed as creating any limitations on the power of the Board to adopt such additional compensation arrangements as it may deem desirable, including, without limitation, the granting of Awards otherwise than under the Plan, and such arrangements may be either generally applicable or applicable only in specific cases. 21. Governing Law. The Plan and any agreements hereunder shall be administered, interpreted and enforced under the internal laws of the State of Delaware without regard to conflicts of laws thereof . Exhibit 21 NameState or Country of IncorporationEXC Holding Corp. DelawareExcelsior Medical CorporationDelawareTangent Medical Technologies, Inc. DelawareICU Medical Sales, Inc. DelawareICU Medical de Mexico, S. de R. L. de C. V. MexicoICU Medical Bidco LtdUnited KingdomICU World, Inc.

DelawareSmiths Medical ASD, Inc. DelawareIzoard Sub. Inc. DelawareMedex Cardio- Pulmonary, Inc. OhioSmiths Medical Canada LimitedCanadaICU Medical Bahamas, LtdBahamasICU Medical B. V. NetherlandsICU Medical Costa Rica, LtdBahamasICU Medical SA Pty LtdSouth AfricaICU Medical Australia Holdings Pty LimitedAustraliaMedima s. p. z. o. o. PolandICU Medical Latam LLCDelawareICU Medical Canada Inc. CanadaICU Medical Hong Kong LimitedHong KongICU Medical Philippines, Inc. PhilippinesICU Medical Europe S. r. l. ItalyICU Medical Germany GmbHGermanyICU Medical Aust MLA Pty LimitedAustraliaICU Medical Italia S. r. l. ItalyICU Medical France S. A. S. FranceICU Medical Ireland LimitedIrelandMedical Australia Pty LimitedAustraliaICU Medical Argentina S. R. L. **ArgentinaICU** ~~ArgentinaHospira Chile LimitadaChileICU~~ Medical Chile LimitadaChileICU Medical Colombia LimitadaColombiaICU Medical HIS Mexico S. de R. L. de C. V. MexicoICU Medical Peru S. R. L. PeruICU Medical India LLPIndiaICU UK Medical LimitedUnited KingdomICU Medical Productos Farmacéuticos y Hospitalarios, S. L. SpainICU Medical Unlimited CompanyIrelandICU Medical Australia Pty LimitedAustraliaMedivet Pty LtdAustraliaICU Medical 2020 LimitedUnited KingdomICU Medical Group LimitedUnited KingdomSmiths Group Deutschland GmbhGermanySmiths Medical Deutschland GmbHGermanySmiths Medical Do Brasil ~~Produts~~ **Produtos** Hospitalares **LtdaBrazilGraseby** ~~LtdaBrazil Graseby~~ Medical Ireland ~~LimitedIrelandSmiths~~ ------ **LimitedIreland Smiths** Medical (Portugal) Unipessoal ~~LdaPortugalSmiths~~ **LimitadaPortugalSmiths** Medical Espana S. L. USpainSmiths Medical Schweiz AGSwitzerlandSmiths Medical Czech Republic A. S. Czech RepublicSmiths Medical (Shanghai) Co. LtdChinaSmiths Medical France SASFranceSmiths Medical Italia SrlItalySmiths Medical Danmark ApsDenmarkSmiths Medical Osterreich GmbhAustriaSmiths Medical Sverige ABSwedenSmiths Medical Nederland BVNetherlandsSmiths Medical Belgium NVBelgiumSI Overseas Holdings LimitedUnited kingdomSmiths Healthcare Manufacturing SA de CVMexicoSmiths Medical Japan LtdJapanSmiths Medical Australasia Pty LtdAustraliaSmiths Medical International LimitedUnited ~~KingdomGraesby~~ **KingdomGraseby** Medical LimitedUnited KingdomSmiths Medical Hong Kong LimitedHong KongSmiths ~~Graesby~~ **Graseby** Medical Instrument (Zhejiang) Co **LtdChinaSmiths** ~~LtdChinaMedex Medical LimitedUnited KingdomAshfield Medical Systems LimitedUnited KingdomSmiths~~ Medical Singapore Pte LimitedSingaporeSmiths Medical India Private **LimitedIndiaSmiths** ~~LimitedIndiaPneuPac LimitedUnited KingdomSmiths~~ Medical (Beijing) Co LtdChina Exhibit 23. 1 CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM We consent to the incorporation by reference in Registration Statement ~~No~~ **Nos** . 333- ~~90464~~ **175239** , 333- ~~175239~~ **198256** , 333- **219106** ~~198256,~~ and 333- ~~219106~~ **270546** on Form S- 8 and **Registration Statement Nos.** 333- 228390 **and 333- 270282** on Form S- 3 of our reports dated February 27, ~~2023~~ **2024** , relating to the financial statements of ICU Medical, Inc. and the effectiveness of ICU Medical Inc.' s internal control over financial reporting appearing in this Annual Report on Form 10- K for the year ended December 31, ~~2022~~ **2023** . / s / DELOITTE & TOUCHE LLPCosta Mesa, CaliforniaFebruary 27, ~~2023~~ **2024** Exhibit 31. 1 CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES- OXLEY ACT OF 2002 I, Vivek Jain, certify that: 1. I have reviewed this annual report on Form 10- K of ICU Medical, Inc.; 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4. The registrant' s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a- 15 (e) and 15d- 15 (e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a- 15 (f) and 15d- 15 (f)) for the registrant and have: a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; c) Evaluated the effectiveness of the registrant' s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and d) Disclosed in this report any change in the registrant' s internal control over financial reporting that occurred during the registrant' s most recent fiscal quarter (the registrant' s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant' s internal control over financial reporting; and 5. The registrant' s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant' s auditors and the audit committee of the registrant' s board of directors (or persons performing the equivalent functions): a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant' s ability to record, process, summarize and report financial information; and b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant' s internal control over financial reporting. Date: February 27, ~~2023~~ **2024** / s / Vivek Jain Chief Executive Officer **(principal executive officer)** Exhibit 31. 2 CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES- OXLEY ACT OF 2002 I, Brian M. Bonnell, certify that: 1. I have reviewed this annual report on Form 10- K of ICU Medical, Inc.; 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 5. The registrant' s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant' s auditors and the audit committee of the registrant' s board of directors (or persons performing the equivalent functions): Date: February 27, ~~2023~~ **2024** / s / Brian M. Bonnell Chief Financial Officer (principal financial officer) Exhibit 32 18 U. S. C.

SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES- OXLEY ACT OF 2002 In connection with the Annual Report of ICU Medical, Inc. (the " Company ") on Form 10- K for the period ended December 31, ~~2022~~ **2023** as filed with the Securities and Exchange Commission on the date hereof (the " Report "), I, Vivek Jain, Chief Executive Officer of the Company, certify, pursuant to 18 U. S. C. § 1350, as adopted pursuant to § 906 of the Sarbanes- Oxley Act of 2002, that: (1) the Report fully complies with the requirements of Section 13 (a) or 15 (d) of the Securities Exchange Act of 1934, as amended; and (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. February 27, ~~2023~~ **2024** / s / Vivek JainDateVivek JainChief Executive Officer (principal executive officer) In connection with the Annual Report of ICU Medical, Inc. (the " Company ") on Form 10- K for the period ended December 31, ~~2022~~ **2023** as filed with the Securities and Exchange Commission on the date hereof (the " Report "), I, Brian M. Bonnell, Chief Financial Officer of the Company, certify, pursuant to 18 U. S. C. § 1350, as adopted pursuant to § 906 of the Sarbanes- Oxley Act of 2002, that: (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company. February 27, ~~2023~~ **2024** / s / Brian M. BonnellDateBrian M. BonnellChief Financial Officer (principal financial officer) **Exhibit 97. 1 ICU MEDICAL, INC. POLICY FOR RECOVERY OF ERRONEOUSLY AWARDED ICU Medical, Inc. (the " Company ") has adopted this Policy for Recovery of Erroneously Awarded Compensation (the " Policy "), effective as of October 2, 2023 (the " Effective Date "). Capitalized terms used in this Policy but not otherwise defined herein are defined in Section 11. 1. Persons Subject to Policy This Policy shall apply to current and former Officers of the Company. Each Officer shall be required to sign an Acknowledgment Agreement pursuant to which such Officer will agree to be bound by the terms of, and comply with, this Policy; however, any Officer' s failure to sign any such Acknowledgment Agreement shall not negate the application of this Policy to the Officer. 2. Compensation Subject to Policy This Policy shall apply to Incentive- Based Compensation received on or after the Effective Date. For purposes of this Policy, the date on which Incentive- Based Compensation is " received " shall be determined under the Applicable Rules, which generally provide that Incentive- Based Compensation is " received " in the Company' s fiscal period during which the relevant Financial Reporting Measure is attained or satisfied, without regard to whether the grant, vesting or payment of the Incentive- Based Compensation occurs after the end of that period. 3. Recovery of Compensation In the event that the Company is required to prepare a Restatement, the Company shall recover, reasonably promptly, the portion of any Incentive- Based Compensation that is Erroneously Awarded Compensation, unless the Committee has determined that recovery would be Impracticable. Recovery shall be required in accordance with the preceding sentence regardless of whether the applicable Officer engaged in misconduct or otherwise caused or contributed to the requirement for the Restatement and regardless of whether or when restated financial statements are filed by the Company. For clarity, the recovery of Erroneously Awarded Compensation under this Policy will not give rise to any person' s right to voluntarily terminate employment for " good reason, " or due to a " constructive termination " (or any similar term of like effect) under any plan, program or policy of or agreement with the Company or any of its affiliates. 4. Manner of Recovery; Limitation on Duplicative Recovery The Committee shall, in its sole discretion, determine the manner of recovery of any Erroneously Awarded Compensation, which may include, without limitation, reduction or cancellation by the Company or an affiliate of the Company of Incentive- Based Compensation, Erroneously Awarded Compensation or time- vesting equity awards, reimbursement or repayment by any person subject to this Policy of the Erroneously Awarded Compensation, and, to the extent permitted by law, an offset of the Erroneously Awarded Compensation against other compensation payable by the Company or an affiliate of the Company to such person. Notwithstanding the foregoing, unless otherwise prohibited by the Applicable Rules, to the extent this Policy provides for recovery of Erroneously Awarded Compensation already recovered by the Company pursuant to Section 304 of the Sarbanes- Oxley Act of 2002 or Other Recovery Arrangements, the amount of Erroneously Awarded Compensation already recovered by the Company from the recipient of such Erroneously Awarded Compensation may be credited to the amount of Erroneously Awarded Compensation required to be recovered pursuant to this Policy from such person. 5. Administration This Policy shall be administered, interpreted and construed by the Committee, which is authorized to make all determinations necessary, appropriate or advisable for such purpose. The Board of Directors of the Company (the " Board ") may re- vest in itself the authority to administer, interpret and construe this Policy in accordance with applicable law, and in such event references herein to the " Committee " shall be deemed to be references to the Board. Subject to any permitted review by the applicable national securities exchange or association pursuant to the Applicable Rules, all determinations and decisions made by the Committee pursuant to the provisions of this Policy shall be final, conclusive and binding on all persons, including the Company and its affiliates, equityholders and employees. The Committee may delegate administrative duties with respect to this Policy to one or more directors or employees of the Company, as permitted under applicable law, including any Applicable Rules. 6. Interpretation This Policy will be interpreted and applied in a manner that is consistent with the requirements of the Applicable Rules, and to the extent this Policy is inconsistent with such Applicable Rules, it shall be deemed amended to the minimum extent necessary to ensure compliance therewith. 7. No Indemnification; No Liability The Company shall not indemnify or insure any person against the loss of any Erroneously Awarded Compensation pursuant to this Policy, nor shall the Company directly or indirectly pay or reimburse any person for any premiums for third- party insurance policies that such person may elect to purchase to fund such person' s potential obligations under this Policy. None of the Company, an affiliate of the Company or any member of the Committee or the Board shall have any liability to any person as a result of actions taken under this Policy. 8. Application; Enforceability Except as otherwise determined by the Committee or the Board, the adoption of this Policy does not limit, and is intended to apply in addition to, any other clawback, recoupment, forfeiture or similar policies or provisions of the Company or its affiliates, including any such policies or provisions of such effect contained in any employment agreement, bonus plan, incentive plan, equity- based**

plan or award agreement thereunder or similar plan, program or agreement of the Company or an affiliate or required under applicable law (the " Other Recovery Arrangements "). The remedy specified in this Policy shall not be exclusive and shall be in addition to every other right or remedy at law or in equity that may be available to the Company or an affiliate of the 9. Severability The provisions in this Policy are intended to be applied to the fullest extent of the law; provided, however, to the extent that any provision of this Policy is found to be unenforceable or invalid under any applicable law, such provision will be applied to the maximum extent permitted, and shall automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to any limitations required under applicable law. 10. Amendment and Termination The Board or the Committee may amend, modify or terminate this Policy in whole or in part at any time and from time to time in its sole discretion. This Policy will terminate automatically when the Company does not have a class of securities listed on a national securities exchange or association. 11. Definitions " Applicable Rules " means Section 10D of the Exchange Act, Rule 10D- 1 promulgated thereunder, the listing rules of the national securities exchange or association on which the Company' s securities are listed, and any applicable rules, standards or other guidance adopted by the Securities and Exchange Commission or any national securities exchange or association on which the Company' s securities are listed. " Committee " means the committee of the Board responsible for executive compensation decisions comprised solely of independent directors (as determined under the Applicable Rules), or in the absence of such a committee, a majority of the independent directors serving on the Board. " Erroneously Awarded Compensation " means the amount of Incentive- Based Compensation received by a current or former Officer that exceeds the amount of Incentive- Based Compensation that would have been received by such current or former Officer based on a restated Financial Reporting Measure, as determined on a pre- tax basis in accordance with the Applicable " Exchange Act " means the Securities Exchange Act of 1934, as amended. " Financial Reporting Measure " means any measure determined and presented in accordance with the accounting principles used in preparing the Company' s financial statements, and any measures derived wholly or in part from such measures, including GAAP, IFRS and non- GAAP / IFRS financial measures, as well as stock or share price and total equityholder return. " GAAP " means United States generally accepted accounting principles. " IFRS " means international financial reporting standards as adopted by the International Accounting Standards Board. " Impracticable " means (a) the direct costs paid to third parties to assist in enforcing recovery would exceed the Erroneously Awarded Compensation; provided that the Company has (i) made reasonable attempts to recover the Erroneously Awarded Compensation, (ii) documented such attempt (s), and (iii) provided such documentation to the relevant listing exchange or association, (b) to the extent permitted by the Applicable Rules, the recovery would violate the Company' s home country laws pursuant to an opinion of home country counsel; provided that the Company has (i) obtained an opinion of home country counsel, acceptable to the relevant listing exchange or association, that recovery would result in such violation, and (ii) provided such opinion to the relevant listing exchange or association, or (c) recovery would likely cause an otherwise tax- qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U. S. C. 401 (a) (13) or 26 U. S. C. 411 (a) and the regulations thereunder. " Incentive- Based Compensation " means, with respect to a Restatement, any compensation that is granted, earned, or vested based wholly or in part upon the attainment of one or more Financial Reporting Measures and received by a person: (a) after beginning service as an Officer; (b) who served as an Officer at any time during the performance period for that compensation; (c) while the Company has a class of securities listed on a national securities exchange or association; and (d) during the applicable Three- Year Period. " Officer " means each person who serves as an executive officer of the Company, as defined in Rule 10D- 1 (d) under the Exchange Act. " Restatement " means an accounting restatement to correct the Company' s material noncompliance with any financial reporting requirement under securities laws, including restatements that correct an error in previously issued financial statements (a) that is material to the previously issued financial statements or (b) that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period. " Three- Year Period " means, with respect to a Restatement, the three completed fiscal years immediately preceding the date that the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare such Restatement, or, if earlier, the date on which a court, regulator or other legally authorized body directs the Company to prepare such Restatement. The " Three- Year Period " also includes any transition period (that results from a change in the Company' s fiscal year) within or immediately following the three completed fiscal years identified in the preceding sentence. However, a transition period between the last day of the Company' s previous fiscal year end and the first day of its new fiscal year that comprises a period of nine to 12 months shall be deemed a completed fiscal year.