

On July 15, 2021, the Board of Directors (the "Board") of Edwards Lifesciences Corporation, a Delaware corporation (the "Company"), amended and restated the Company's Bylaws (as so amended and restated, the "Bylaws"). In addition to certain technical, conforming and clarifying changes, these amendments include the following changes:

*Virtual Meetings of Stockholders; Electronic Notices.* Various sections of Article I of the Bylaws were amended to clarify that the Company may (i) hold all meetings of stockholders by means of remote communication, (ii) provide a complete list of the stockholders entitled to vote at a meeting of stockholders on a reasonably accessible electronic network if the meeting is to be held solely by means of remote communication and the information required to access such stockholder list is provided with the notice of the meeting, and (iii) provide notice of regular or special meetings of the stockholders via electronic transmission directed to the stockholder's electronic mail address in accordance with recent amendments to the Delaware General Corporation Law.

*Electronic Proxies & Written Consents.* Section 3 of Article I and Section 1 of Article II of the Bylaws were revised to clarify the expanded flexibility for electronic delivery of proxies and written consents in accordance with recent amendments to the Delaware General Corporation Law, and a new Section 6 was added to Article VIII of the Bylaws to clarify and permit the use of electronic signatures for consents, agreements, certificates or other instruments executed on behalf of the Company.

*Advance Notice Provisions.* Section 2(c) of Article I of the Bylaws was amended to clarify that the number of director nominees a stockholder may nominate for election at any annual meeting or special meeting pursuant to the advance notice provisions of the Bylaws cannot exceed the number of directors to be elected at such annual meeting or such special meeting. Section 2(f) of Article I of the Bylaws was also amended to provide that only stockholders of record are eligible to nominate directors for election pursuant to the advance notice provisions of the Bylaws.

*Adjournment of Meetings of Stockholders.* Section 5 of Article I of the Bylaws was amended to clarify the procedures for adjourning a meeting of stockholders if less than a quorum is in attendance.

*Stock Certificates.* Section 1 of Article VI of the Bylaws was amended to permit any two authorized officers (rather than specified combinations of officers) to sign stock certificates on behalf of the Company.

*Exclusive Forum for Certain Litigation.* Section 5 of Article VIII of the Bylaws was amended to designate the federal district courts of the United States as the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended.