

On November 10, 2023, in connection with the effectiveness of new Securities and Exchange Commission rules regarding universal proxy cards, certain recent changes to the Delaware General Corporation Law (the "**DGCL**"), and a periodic review of the bylaws of iRhythm Technologies, Inc. (the "**Company**"), the Company's board of directors (the "**Board**") approved and adopted the Company's amended and restated bylaws (the "**Amended and Restated Bylaws**"), which became immediately effective.

Among other things, the amendments effected by the Amended and Restated Bylaws:

- revise certain provisions relating to adjournment procedures and lists of stockholders entitled to vote at stockholder meetings, in each case to conform to recent amendments to the DGCL;
- clarify the scope of the chairperson's authority in determining the rules, regulations and procedures for a meeting of stockholders;
- revise and enhance the procedures and disclosure requirements set forth in the advance notice bylaw provisions, including (1) requiring additional information, representations and disclosures from proposing stockholders, proposed nominees and other persons related to a stockholder's solicitation of proxies, (2) restricting the number of nominees a stockholder may nominate for election at a meeting to the number of directors to be elected at such meeting and (3) requiring that proposed nominees be available for interviews by the Board or any Board committee thereof;
- address matters relating to Rule 14a-19 under the Securities Exchange Act of 1934, as amended (the "**Universal Proxy Rules**") (e.g., providing that stockholders delivering a notice of nomination certify to the Company in writing that they have complied with the Universal Proxy Rules requirements, providing the Company a remedy if a stockholder fails to satisfy the Universal Proxy Rules requirements, requiring a stockholder providing notice pursuant to the advance notice bylaws to inform the Company if a stockholder no longer plans to solicit proxies in accordance with the Universal Proxy Rules, and requiring stockholders intending to use the Universal Proxy Rules to provide reasonable evidence of the satisfaction of the requirements under the Universal Proxy Rules at least five business days before the meeting, etc.);
- require that a stockholder directly or indirectly soliciting proxies from other stockholders use a proxy card color other than white;
- require that a stockholder intending to authorize a qualified representative to act for such stockholder as a proxy to present a nomination or proposal at such meeting to give notice of such authorization to the Company at least five business days before the applicable meeting;
- add and amend the existing notice provisions to provide clarity and certainty regarding the delivery of notice to and by the Company and to reflect amendments to the DGCL relating to electronic transmission of notices to stockholders; and
- add an emergency bylaw provision to provide clarity and authority to directors and certain officers during an emergency situation that would otherwise prevent a quorum of the Board or a Board committee from being achieved.

The Amended and Restated Bylaws also incorporate ministerial, clarifying and conforming changes, including changes to align with the language used in certain provisions of the DGCL and the Universal Proxy Rules.