

Medtronic

Medtronic plc

Building 2

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Ireland

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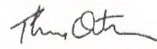
**CERTIFIED COPY OF
RESOLUTION OF BOARD OF DIRECTORS OF
MEDTRONIC PUBLIC LIMITED COMPANY**

I, Thomas L. Osteraas, do hereby certify that I am the presently appointed, qualified and acting Assistant Secretary of Medtronic Public Limited Company, an Irish public limited company, and that attached hereto as Exhibit I is a true and correct extract copy of the resolution which was duly adopted by the Board of Directors of Medtronic Public Limited Company on June 22, 2023; and that such resolution has not been amended or repealed and is in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand in my official capacity this
18th day of July, 2025.

By:

DocuSigned by:



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Thomas L. Osteraas

Assistant Secretary

PROPOSED BOARD RESOLUTIONS
June 22, 2023

Approval of 2024 Employee Stock Purchase Plan

RESOLVED, that the Medtronic plc 2024 Employee Stock Purchase Plan (the "Plan") is hereby approved and adopted in the form presented to the Board of Directors, attached as Exhibit A hereto, with such modifications thereto as the General Counsel shall deem necessary or appropriate, and is recommended for approval by the shareholders.

RESOLVED FURTHER, that 30,000,000 ordinary shares, par value \$0.0001 per share, of Medtronic plc (the "Company") be reserved for issuance pursuant to the Plan (the "Plan Shares").

RESOLVED FURTHER, that the Company's proxy statement to be submitted to shareholders in connection with the 2023 Annual General Meeting of the Company's shareholders shall propose the approval of the adoption of the Plan.

RESOLVED FURTHER, that subject to the approval of the Plan by the Company's shareholders, (1) the allotment and issuance of the Plan Shares pursuant to the terms of Plan be and is hereby approved, and (2) the Plan Shares, when issued in accordance with the terms of the Plan and any associated award agreement and upon payment of the subscription price therefor by or on behalf of the subscriber, which shall be at least the par value of such shares, shall be validly issued, credited as fully paid and "non assessable" and shall not be subject to any pre-emption rights.

RESOLVED FURTHER, that application be made to the New York Stock Exchange, Inc. ("NYSE") for listing on the NYSE upon notice of issuance of up to 30,000,000 ordinary shares of the Company which may be issued pursuant to the Plan, and that the General Counsel and Secretary, the Chief Financial Officer, the Assistant Secretary and the Treasurer of the Company, and each of them, hereby are designated by the Company to take any actions necessary in connection with such application.

RESOLVED FURTHER, that all appropriate action be taken by such officers to register under the Securities Act of 1933, as amended, ordinary shares of the Company issuable pursuant to the Plan, and that the officers of the Company, and each of them, hereby are authorized to take all such actions as they may deem necessary or advisable under U.S. state securities laws, and the applicable laws of any other jurisdiction in which participating employees are located, in connection with the offering of ordinary shares of the Company pursuant to the Plan.

RESOLVED FURTHER, that if in connection with any action authorized by the foregoing resolution any particular form of resolution shall be required by the authorities of any jurisdiction, such form of resolution shall be deemed to be hereby adopted and the Corporate Secretary or any Assistant Corporate Secretary of the Company may certify the same to have been duly adopted at the date of this meeting and

to be in full force and effect provided that the officer certifying the same shall cause a copy of such resolution to be inserted in the minute books of the Company.

RESOLVED FURTHER, that the Board of Directors hereby appoints the members of the Board's Compensation Committee to serve as the Committee under the Plan; each to serve in such capacity until his or her earlier resignation or election of a successor.

RESOLVED FURTHER, that the officers of the Company hereby are authorized to carry out the obligations of the Company under the Plan.

RESOLVED FURTHER, that subject to the approval by shareholders of the proposal to adopt the Plan, no further rights to purchase ordinary shares of the Company shall be granted under the Medtronic plc 2014 Amended and Restated Employees Stock Purchase Plan (the "2014 Plan") after the purchase period ending December 31, 2023, the 2014 Plan will be terminated immediately following the issuance of shares to employees who participated in the purchase period ending December 31, 2023, the officers of the Company hereby are authorized to take all appropriate action to effect the termination of the 2014 Plan, and following such termination, any ordinary shares reserved for issuance under the 2014 Plan shall be deemed to form part of the general pool of authorized but unissued share capital of the Company.