

Medtronic

Medtronic plc

Building 2

Parkmore Business Park West

Co. Galway, H91 4K49

Ireland

www.medtronic.com

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

I, Nicholas Benjamin, 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 A 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of Directors of Medtronic Public Limited Company on June 25, 2021 and that such resolution has not been amended or repealed and is in full force and effect on the date hereof.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
10th day of December, 2025.

Signed by:
Nicholas Benjamin
By: _____
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Nicholas Benjamin
Assistant Secretary

PROPOSED BOARD RESOLUTIONS
June 25, 2021

Approval of the 2021 Long Term Incentive Plan and Share Authorization

WHEREAS, Medtronic plc (the “Company”) maintains the Medtronic plc Amended and Restated 2013 Stock Award and Incentive Plan (the “2013 Plan”), pursuant to which eligible participants of the Company may be awarded incentive compensation;

WHEREAS, the Company desires to replace the 2013 Plan with a new long term incentive plan to support the Company’s equity grant practices;

WHEREAS, in connection with the foregoing, the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company has reviewed and approved, and recommends that the Board approve, the 2021 Medtronic plc Long Term Incentive Plan, substantially as set forth in Appendix A (the “Plan”), which is intended to replace the 2013 Plan;

WHEREAS, the Plan imposes an annual limit of \$750,000 on the value of awards made thereunder to each non-employee director of the Company, together with any cash fees paid thereto in respect of service as a director (the “Non-Employee Director Limit”);

WHEREAS, pursuant to its charter, the Committee may make recommendations to the Board with respect to the approval and adoption of equity-based compensation plans;

WHEREAS, the Committee deems it to be in the best interest of the Company and its shareholders to approve, and recommend to the Board for approval, the Plan, including the Non-Employee Director Limit, subject to approval by the Company’s shareholders at the Company’s 2021 Annual General Meeting of Shareholders (the “Annual Meeting”); and

WHEREAS, the Board deems it to be in the best interest of the Company and its shareholders to approve the Plan, including the Non-Employee Director Limit, subject to approval by the Company’s shareholders at the Annual Meeting.

NOW, THEREFORE, BE IT RESOLVED, that, upon the recommendation of the Committee, the Board approves and adopts, subject to any required approval of the Company’s shareholders at the Annual Meeting, the Non-Employee Director Limit and the Plan, substantially as set forth in Appendix A, with such amendments, restatements, changes or modifications as any officers of the Company may deem necessary or advisable in connection with the Company’s obligations under the Plan;

FURTHER RESOLVED, that the Plan, as finally approved by the Board, be submitted to the shareholders of the Company at the Annual Meeting for their approval and adoption, and a proposal regarding approval of the Plan be included in the Company’s proxy statement for the Annual Meeting;

FURTHER RESOLVED, that the Board unanimously recommends that the shareholders of the Company approve the Plan;

FURTHER RESOLVED, that upon the effectiveness of the Plan, the Board reserves and authorizes, subject to any required approval of the Company’s shareholders, an aggregate 114,500,000 ordinary shares, par value \$0.0001 per share, plus any shares that are available for grant as of December 10, 2021 under the Predecessor Plans (as defined in the Plan) or which become available for grant under the Plan or the Predecessor Plans following December 10, 2021, subject to adjustments provided in the Plan (together the “Plan Shares”), and approves the registration thereof under the Securities Act of 1933, as amended, and regulations thereunder, and the listing of such securities on the New York Stock Exchange;

FURTHER RESOLVED, that, subject to any required approval of the Plan by the Company's shareholders, (1) the allotment and issue of the Plan Shares pursuant to the 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-emptive rights;

FURTHER RESOLVED, that the appropriate officers of the Company are authorized and directed to take such further action and sign such documents as are necessary or desirable, including any actions in connection with the adoption of the Plan, advised by counsel of the Company and to accomplish the registration, listing and issuance of the Plan Shares, or to delegate such authority to one or more attorneys-in-fact or agents acting for him or her pursuant to a power of attorney, including the preparation, and filing (to the extent applicable) of one or more Registration Statements on Form S-8 with the Securities and Exchange Commission and a Section 10(a) prospectus for the Plan, together with exhibits and other documents related thereto, as well as any amendments (including post effective amendments and additional registration statements filed in accordance to General Instruction E of Form S-8 to register additional securities) thereof or supplements thereto, the New York Stock Exchange listing application, qualification or registration of such securities under the state's blue sky laws and instructions to the Company's transfer agent and registrar, all in such form as any such officer shall deem necessary or appropriate, as conclusively evidenced by his or her execution thereof;

FURTHER RESOLVED, that the appropriate officers of the Company (including the Company Secretary, the Assistant Company Secretary and any of their designees) be, and each of them hereby is, authorized and directed to take any and all action which they deem necessary or advisable, including to incur and pay all related registration fees and expenses and to engage advisors, in order to effect the registration or qualification of part or all of the Plan Shares issued or to be issued pursuant to the Plan for offer and sale under the securities laws of any jurisdiction (including Japan), and in connection therewith to execute, acknowledge, verify, deliver, file and publish all such applications, reports, issuer's covenants, resolutions, powers of attorney and other papers and instruments as may be required under such laws, and to take any and all further action which they may deem necessary or advisable in order to maintain any such registration or qualification for as long as they deem to be in the interests of the Company;

FURTHER RESOLVED, that the appropriate officers of the Company are authorized and directed to take such further action and sign such documents as are necessary or appropriate to carry out the intent and purposes of the foregoing resolutions.

Refreshed approval for registration of securities under certain plans

RESOLVED, that the appropriate officers of the Company (including the Company Secretary, the Assistant Company Secretary and any of their designees) be, and each of them hereby is, authorized and directed to take any and all action which they deem necessary or advisable in order to effect the registration or qualification of part or all of the ordinary shares issued or to be issued pursuant to the Amended and Restated Medtronic 2013 Stock Award and Incentive Plan and the Amended and Restated 2014 Employee Stock Purchase Plan, for offer and sale under the securities laws of any jurisdiction (including Japan), and in connection therewith to execute, acknowledge, verify, deliver, file and publish all such applications, reports, issuer's covenants, resolutions, powers of attorney and other papers and instruments as may be required under such laws, and to take any and all further action which they may deem necessary or advisable in order to maintain any such registration or qualification for as long as they deem to be in the interests of the Company;

FURTHER RESOLVED, that all actions previously taken by the Company Secretary, the Assistant Company Secretary and any of their designees in connection with or related to the matters set forth in or reasonably contemplated or implied by the foregoing resolution be, and each of them hereby is, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company;