

**CHARTER FOR THE PERSONNEL AND COMPENSATION COMMITTEE OF
THE BOARD OF DIRECTORS
OF ELECTROMED, INC.**

This charter governs the composition, operations and responsibilities of the Personnel and Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Electromed, Inc. (the “Company”).

I. PURPOSE

The Committee shall be responsible for matters relating to the compensation policies of the Company, and for the compensation of executive officers and directors of the Company. The committee will primarily fulfill these duties by carrying out the responsibilities enumerated in Section III.

II. MEMBERSHIP

The Committee will be comprised of two or more directors elected by the Board. The Board shall make a determination in the exercise of its business judgment that each member of the committee (i) meets all applicable independence requirements of the NYSE American Company Guide, (ii) is an “outside director” within the meaning of the Internal Revenue Code and the regulations promulgated thereunder, and (iii) is a “non-employee director” within the meaning of the rules promulgated under Section 16(b) of the Securities Exchange Act of 1934 (“Exchange Act”).

III. RESPONSIBILITIES AND DUTIES

1. Periodically review with management a written compensation philosophy, taking into consideration, as appropriate, enhancement of shareholder value from a short-term, intermediate-term, and long-term and the fair and equitable compensation of all employees.
2. Conduct an annual evaluation of the performance of the Chief Executive Officer (“CEO”).
3. Review and approve annually the compensation of the CEO, including, as applicable, performance objectives and incentive compensation. The compensation of the CEO shall be subject to the approval of the Board. The CEO cannot be present during any voting or deliberations by the Committee on their compensation.
4. Review with the CEO the performance and compensation of the Chief Financial Officer and other executive officers of the Company and determine the compensation, including, as applicable, performance objectives and incentive compensation, subject to approval of the Company’s Board of Directors.
5. Review compensation policies and plans that are applicable to the Company’s executive officers, including equity compensation, stock purchase plans, incentive plans, expense accounts, benefits and perquisites, and when necessary recommend changes to the Board to ensure that the policies and plans provide for payments and benefits that comply with the Company’s compensation philosophy.
6. Administer any compensation plans the Company may adopt for employees or directors, including, but not limited to, equity compensation plans, stock purchase plans, and executive, employee, or director incentive plans. In administering these plans, the Committee may grant or amend awards, subject in each case to approval of the Company’s Board with respect to

grants or amendments of awards made to the Company's executive officers.

7. Periodically review all director compensation and benefits for service on the Board and Board committees and recommend any changes to the Board as necessary.
8. To review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
9. Review the Company's regulatory compliance with respect to compensation matters, including ensuring that reasonable efforts are made to structure compensation programs to preserve tax deductibility, and, as and when required, approving performance goals and certifying that performance goals have been attained for purposes of applicable law or regulation.
10. Periodically review employment agreements with executive officers, including but not limited to severance and change of control provisions, and, when appropriate, make recommendations to the Board regarding modifications to the agreements.
11. Review and advise the Board with regard to registration and shareholder approval requirements for equity compensation plans.
12. Review and discuss with management the Company's executive compensation disclosure, including any Compensation Discussion and Analysis ("CD&A"), recommend that such disclosure be included in the Company's annual report on Form 10-K and proxy statement for the annual meeting of shareholders, and produce any required compensation committee report required to be included in such proxy statement or annual report.
13. On an annual basis, review the committee's own performance and review the adequacy of this Charter and recommend to the Nominating and Governance Committee any modifications or changes to the charter.
14. Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent shareholder advisory vote on frequency of Say on Pay Votes, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
15. In the course of evaluating and determining compensation of the CEO, CFO, and any other executive officers, the Committee will consider the results of the most recent shareholder advisory vote to approve executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act.

IV. AUTHORITY

The Committee shall have the authority, as and when it shall determine to be necessary or appropriate to the functions of the Committee, to:

- a. At the expense of the Company, if required, conduct such studies, analyses and evaluations necessary to perform the duties and fulfill the responsibilities assigned to it by the Board of

Directors.

- b. Have full and independent access to the Company's outside counsel.
- c. Have full and independent access to Company personnel, after first notifying the Chief Executive Officer or the Chief Financial Officer of the intention to access Company personnel.
- d. Have full and independent access to Company business and financial information.
- e. At the sole discretion of the Committee, identify and engage such compensation and other consulting assistance, including outside legal counsel, recruiting firms, and proxy advisory firms, as it deems necessary to fulfill its responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such advisors retained by the Committee. The Company must provide appropriate funding, as determined by the Committee, for payment of reasonable expenses to any advisor retained by the Committee.
- f. Evaluate whether any compensation consultant retained or to be retained by the Company has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.
- g. In retaining or seeking advice from a compensation consultant, legal counsel or other advisor to the Committee (other than any Company in-house counsel), the Committee must take into consideration the factors specified in Section 805 of the NYSE American Company Guide or any successor rule applicable to the Company. The Committee may retain, or receive advice from, any compensation advisor it prefers, including those that are not independent, after considering the specified factors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.
- h. Take all other action appropriate to the performance of the Committee's duties.

V. MEETINGS AND MINUTES

The Chair of the Committee, in consultation with other members of the Committee, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least two times each year. A majority of members of the Committee shall represent a quorum and, if a quorum is present, any action approved by at least a majority of the members present shall represent a valid action by the Committee.

The Committee will maintain written minutes of its meetings. Such minutes shall be provided to the Board of Directors and filed with the minutes of the meetings of the Board of Directors.

VI. MANAGEMENT COOPERATION

Management of the Company shall cooperate with the Committee and render to the Committee such assistance as it shall request for the purpose of carrying out its functions.

VII. DELEGATION

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion. Subject to applicable law, rules and regulations and the organizational documents of the Company, the Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more officers of the Company.

As amended through August 18, 2023.
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