

Corporate Governance Guidelines
of
Kinetic Concepts, Inc.

Effective as of August 31, 2010

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The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “Board”) of Kinetic Concepts, Inc. (the “Company”) to assist the Board in the exercise of its responsibilities. These Corporate Governance Guidelines are not intended to change or interpret any federal or state law or regulation, including the Texas Business Corporation Act, or the Amended and Restated Articles of Incorporation or Amended and Restated By-Laws of the Company.

These Corporate Governance Guidelines are subject to modification from time to time by the Board. At least annually, the Nominating and Governance Committee will review these Corporate Governance Guidelines and recommend any desirable changes to the Board.

THE BOARD

Role and Responsibilities of Directors

The business and affairs of the Company shall be managed by or under the direction of the Board. A director is expected to spend the time and effort necessary to properly discharge such director's responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board and committees on which such director sits, and to review prior to meetings material distributed in advance for such meetings. A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the Chairman of the Board or the Chairman of the appropriate committee in advance of such meeting.

Selection of the Chairman of the Board

The Board may separate or combine the offices of the Chairman of the Board and the Chief Executive Officer. The Board shall be free to choose its Chairman of the Board in any way that it deems best for the Company at any given point in time.

Size of the Board

The Company's Amended and Restated By-laws provide that the Company shall have such number of directors as may be provided from time to time by a resolution of the Board of Directors, but no decrease shall have the effect of reducing the term of any incumbent director.

Selection of New Directors

The Board shall be responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of shareholders. The Nominating and Governance Committee is responsible for identifying, screening and recommending candidates to the Board for Board membership. The Nominating and Governance Committee should engage in the process of identifying candidates for Board membership throughout the year.

The Nominating and Governance Committee will consider director candidates recommended by shareholders. In considering candidates submitted by shareholders, the Nominating and Governance Committee will take into consideration the needs of the Board and the qualifications of the candidate. To have a candidate considered by the Nominating and Governance Committee,

a shareholder must submit the recommendation in writing and must include the following information:

- The name of the shareholder and evidence of the person's ownership of Company stock; and
- The name of the candidate, the candidate's resume or a listing of his or her qualifications to be a director of the Company and the person's consent to be named as a director if selected by the Nominating and Governance Committee and nominated by the Board.

The shareholder recommendation and information described above must be sent to the Corporate Secretary at 8023 Vantage Drive, San Antonio, Texas 78230. The Nominating and Governance Committee will accept recommendations of director candidates throughout the year; however, in order for a recommended director candidate to be considered for nomination to stand for election at an upcoming annual meeting of shareholders, the recommendation must be received by the Corporate Secretary not fewer than ninety (90) days nor more than one hundred twenty (120) days prior to the first anniversary of the preceding year's annual meeting; *provided* that if the date of the annual meeting is called for a date that is not within thirty (30) days before or after such anniversary date of the preceding year's annual meeting, notice by the shareholder to be timely must be so delivered not later than the tenth (10th) day following the day on which public announcement of the date of such meeting is first made.

Majority Election of Directors; Procedure for Resignation

In an uncontested election of directors, any nominee who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election will, within five days following the certification of the shareholder vote, tender his or her written resignation to the Chairman of the Board for consideration by the Nominating and Governance Committee. As used in these Corporate Governance Guidelines, an "uncontested election of directors" is an election in which the only nominees are persons nominated by the Board of Directors. In connection with any uncontested election, abstentions with respect to a nominee shall be excluded (i.e., an abstention is neither a vote "for" the nominee's election nor a vote "withheld" from his or her election).

The Nominating and Governance Committee will consider such tendered resignation and, within forty-five (45) days following the date of the shareholders' meeting at which the election occurred, will make a recommendation to the Board concerning the acceptance or rejection of such resignation, or whether other action should be taken. In determining its recommendation to the Board, the Nominating and Governance Committee may consider any information that it considers relevant. The Nominating and Governance Committee also will consider a range of possible alternatives concerning the director's tendered resignation as the members of the Nominating and Governance Committee deem appropriate, including, without limitation, acceptance of the resignation, rejection of the resignation or rejection of the resignation coupled with a commitment to seek to address and cure the underlying reasons reasonably believed by the Nominating and Governance Committee to have substantially resulted in the "withheld" votes.

The Board will take formal action on the resignation, taking into account the Nominating and Governance Committee's recommendation, no later than seventy-five (75) days following the date of the shareholders' meeting at which the election occurred. In considering the Nominating and Governance Committee's recommendation, the Board will consider the information, factors

and alternatives considered by the Nominating and Governance Committee and such additional information, factors and alternatives as the Board deems relevant in making its decision. Following the Board's decision, the Company will publicly disclose by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication, the Board's decision, together with a full explanation of the process by which the decision was made and, if applicable, the Board's reason or reasons for rejecting the tendered resignation.

No director who, in accordance with these Corporate Governance Guidelines, is required to tender his or her resignation, shall participate in the Nominating and Governance Committee's deliberations or recommendation, or in the Board's deliberations or determination, with respect to accepting or rejecting his or her resignation as a director. If a majority of the members of the Nominating and Governance Committee received a greater number of votes "withheld" from their election than votes "for" their election, then the Independent Directors then serving on the Board who received a greater number of votes "for" their election than votes "withheld" from their election, and the directors, if any, who were not standing for election, will appoint an ad hoc Board committee from amongst themselves (the "Ad Hoc Committee"), consisting of such number of directors as they may determine to be appropriate, solely for the purpose of considering and making a recommendation to the Board with respect to the tendered resignations. The Ad Hoc Committee shall serve in place of the Nominating and Governance Committee and perform the Nominating and Governance Committee's duties for purposes of these Corporate Governance Guidelines. Notwithstanding the foregoing, if an Ad Hoc Committee would have been created but fewer than three directors would be eligible to serve on it, the entire Board (other than the director whose resignation is being considered) will make the determination to accept or reject the tendered resignation without any recommendation from the Nominating and Governance Committee and without the creation of an Ad Hoc Committee.

Board Membership Criteria

At a minimum, a nominee for director must demonstrate, by significant accomplishment in his or her field, an ability to make a meaningful contribution to the Board's oversight of the business and affairs of the Company and have a reputation for honest and ethical conduct in both his or her professional and personal activities. Nominees for director shall be selected on the basis of, among other things, experience, knowledge, skills, expertise, integrity, ability to make independent analytical inquiries, understanding of the Company's business environment, and willingness to devote adequate time and effort to Board responsibilities.

The Nominating and Governance Committee shall be responsible for assessing the appropriate balance of criteria required of Board members. In addition, the Board will take reasonable efforts to ensure that no more than 50% of the directors are over the age of 72 years.

Other Public Company Directorships

The Company does not have a policy limiting the number of other public company boards of directors upon which a director may sit. However, the Nominating and Governance Committee shall consider the number of other public company boards and other boards (or comparable governing bodies) on which a prospective nominee is a member. Notwithstanding such other directorships, each director is expected to devote such time as is necessary to fulfill his or her responsibilities to the Company.

Independence of the Board

The Board shall consist of a majority of directors who qualify as independent directors ("Independent Directors") under the listing standards of the New York Stock Exchange (the "NYSE") and the Company's Director Independence Criteria.

The Board shall review annually the relationships that each director has with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). Prior to each annual review, all directors will provide to the Nominating and Governance Committee information regarding their relationships with the Company. Following each annual review, only those directors who the Board affirmatively determines have no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) will be considered Independent Directors, subject to additional qualifications prescribed under the listing standards of the NYSE or under applicable law. The Board has adopted categorical Director Independence Criteria to assist it in determining director independence. In the event that a director becomes aware of any change in circumstance that may result in such director no longer being considered independent, he or she shall promptly inform the Chairman of the Nominating and Governance Committee.

Independence of Board Committees

Each of the Audit and Compliance Committee, the Nominating and Governance Committee and the Compensation Committee shall be composed entirely of Independent Directors satisfying the Company's Director Independence Criteria and all applicable legal, regulatory and stock exchange requirements for an assignment to any such committee.

Directors Who Change Their Present Job Responsibility; Other Changes

Directors who are also employees of the Company are expected to resign from the Board at the same time they leave employment with the Company.

The Board does not believe that non-management directors who retire or change the position they held when they became a member of the Board should necessarily leave the Board. Promptly following such event, the director must notify the Nominating and Governance Committee, which shall review the continued appropriateness of the affected director remaining on the Board under the circumstances. The affected director is expected to act in accordance with the Nominating and Governance Committee's recommendation following such review.

Directors who fail to attend at least seventy-five percent of Board and Committee meetings for two consecutive years, and directors who experience a change in circumstances that may impair their ability to effectively serve on the Board, are expected to offer to resign from the Board. The Nominating and Governance Committee shall review the continued appropriateness of the affected director remaining on the Board under the circumstances. The affected director is expected to act in accordance with the Nominating and Governance Committee's recommendation following such review.

Director Tenure

In connection with each director nomination recommendation, the Nominating and Governance Committee shall consider the issue of continuing director tenure and take steps as may be appropriate to ensure that the Board maintains an openness to new ideas and a willingness to critically re-examine the status quo. An individual director's renomination is dependent upon such director's performance evaluation, as well as a suitability review, each to be conducted by

the Nominating and Governance Committee in connection with each director nomination recommendation.

Board Compensation

The Company believes that compensation for non-employee directors should be competitive and should encourage increased ownership of the Company's stock through the payment of a portion of director compensation in Company stock, options to purchase Company stock or similar compensation. The Nominating and Governance Committee will periodically review the level and form of the Company's director compensation, including how such compensation relates to director compensation of companies of comparable size, industry and complexity. Such review will also include a review of both direct and indirect forms of compensation to the Company's directors. Changes to director compensation will be proposed to the full Board for consideration.

A director who is also an officer of the Company shall not receive additional compensation for such service as a director.

Stock Ownership Guidelines

The Board may set stock ownership guidelines for officers and directors of the Company.

Related Party Transaction Policies and Procedures

All "interested transactions" (as defined below) between the Company and a "related party" (as defined below) are subject to approval or ratification by the Nominating and Governance Committee. In determining whether to approve or ratify such transactions, the Nominating and Governance Committee will take into account, among other factors it deems appropriate, whether the interested transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related person's interest in the transaction. No director shall participate in any discussion or approval of an interested transaction in which he or she is a related party, except that such director shall provide all material information concerning such transaction to the Nominating and Governance Committee.

An "interested transaction" is any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or any guarantee of indebtedness) in which (i) the aggregate amount involved will or may be expected to exceed \$120,000 in any fiscal year; (ii) the Company is a participant; and (iii) any related party has or will have a direct or indirect interest (other than solely as a result of being a director or a less than ten percent beneficial owner of another entity).

A "related party" is any person who (i) is or was (since the beginning of the last fiscal year for which the Company has filed a Form 10-K and proxy statement, even if such person does not presently serve in that role) an executive officer, director or nominee for election as a director of the Company; (ii) is a greater than five percent beneficial owner of Company's common stock; or (iii) is an immediate family member of any of the foregoing.

Separate Sessions of Non-Management Directors

The non-management directors of the Company shall meet in executive session without management on a regularly scheduled basis. Annually, the non-management directors on the

Board shall designate a non-management director (the "Lead Non-Management Director") to preside at such executive sessions; *provided, however*, if the Chairman of the Board is a non-management director, then the Chairman of the Board shall be the Lead Non-Management Director. In the absence of the Lead Non-Management Director, another non-management director designated by the non-management directors shall preside at such executive sessions. If the group of non-management directors includes one or more directors who are not Independent Directors, the Independent Directors of the Company shall meet in executive session at least once per year.

Self-Evaluation by the Board

The Nominating and Governance Committee will direct an annual self-assessment of the Board's performance as well as the performance of each committee of the Board, the results of which will be discussed with the full Board and each committee. The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the Company. The Nominating and Governance Committee will utilize the results of this self-evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and making recommendations to the Board with respect to assignments of Board members to various committees.

Board Access to Management

Board members shall have access to the Company's management and, as appropriate, to the Company's outside advisors. Board members shall coordinate such access through the Chairman of the Board, Chief Executive Officer or the Lead Non-Management Director and Board members will use their judgment to assure that this access is not distracting to the business operation of the Company.

Board Materials Distributed in Advance

Information and materials that are important to the Board's understanding of the agenda items and other topics to be considered at a Board meeting should, to the extent practicable, be distributed sufficiently in advance of the meeting to permit prior review by the directors. In the event of a pressing need for the Board to meet on short notice or if such materials would otherwise contain highly confidential or sensitive information, it is recognized that written materials may not be available in advance of the meeting.

Board Interaction with Institutional Investors, Analysts, Press and Customers

The Board believes that management generally should speak for the Company. Each director should refer all inquiries from institutional investors, analysts, the press or customers to the Chief Executive Officer or his or her designee.

Board Orientation and Continuing Education

As appropriate, the Company shall provide new directors with a director orientation program to familiarize such directors with, among other things, the Company's business, strategic plans, significant financial, accounting and risk management issues, compliance programs, conflicts policies, code of business conduct and ethics, corporate governance guidelines, principal officers, internal auditors and independent auditors. Each director is expected to participate, at the Company's expense, in continuing educational programs from time to time, as appropriate.

Frequency of Meetings

At least one regularly scheduled meeting of the Board shall be held quarterly. At one meeting each year, the Board shall review the Company's strategic plans and direction.

Director Attendance at Annual Meetings of Shareholders

The Company's policy regarding director attendance at the Annual Meeting of Shareholders is for the directors to attend in person or electronically.

DIRECTORS' CODE OF BUSINESS CONDUCT AND ETHICS

Directors are subject to the Company's Directors' Code of Business Conduct and Ethics and the Company's Code of Business Conduct for Ethical Business Practices, each as may be amended from time to time. In addition, directors who serve as executive officers may also be subject to the Company's Code of Ethics for Chief Executive and Senior Financial Officers.

COMMITTEE MATTERS

Number and Names of Board Committees

The Company presently has four standing committees: Audit and Compliance, Nominating and Governance, Compensation, and Technology. The purpose and responsibilities for the Audit and Compliance, Nominating and Governance, Compensation, and Technology committees shall be outlined in committee charters adopted by the Board. The Board may want, from time to time, to form a new committee or disband a current committee depending on circumstances. In addition, the Board may determine to form *ad hoc* committees from time to time, and determine the composition and areas of competence of such committees, and the compensation of committee members upon the recommendation of the Nominating and Governance Committee.

Committee Membership

The Board shall appoint committee members and chairpersons for each committee. In doing so, the Board shall consider any recommendations from the Nominating and Governance Committee. Each non-management director shall serve on at least one committee. A majority of the Board may remove any Committee member.

LEADERSHIP DEVELOPMENT

Selection of the Chief Executive Officer

The Board shall be responsible for identifying potential candidates for, and selecting, the Company's Chief Executive Officer. In identifying potential candidates for, and selecting, the Company's Chief Executive Officer, the Board shall consider, among other things, a candidate's experience, understanding of the Company's business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community.

Evaluation of Chief Executive Officer

The Board will provide the Chief Executive Officer with an annual performance review. The following steps will be utilized to carry out this review:

- The Chief Executive Officer will develop an annual self-evaluation and provide this to the Board in writing.
- With this information, each non-management director will provide his or her assessment of the Chief Executive Officer's performance to the Nominating and Governance Committee. These assessments should include each director's appraisal of:
 - The Company's performance and the Chief Executive Officer's contribution to it, both compared to competitors and the Company's own strategic goals;
 - Achievement of personal goals set by the Chief Executive Officer for the year, as part of his or her self-evaluation; and
 - Other aspects of the Chief Executive Officer's performance which the non-management director deems relevant.
- The Nominating and Governance Committee will synthesize this information and report a summary of this information to the non-management directors in executive session.
- The Compensation Committee will take the Board's assessment and findings into consideration in decisions regarding the Chief Executive Officer's compensation.
- The chairs of the Board's Compensation, Nominating and Governance, and Audit and Compliance committees, in consultation with the Chairman of the Board, will meet with the Chief Executive Officer to discuss the Board's assessment.

Succession Planning

The Board shall plan for the succession to the position of the Chief Executive Officer. To assist the Board, the Chief Executive Officer shall prepare and distribute to the Nominating and Governance Committee an annual report on succession planning for all senior officers of the Company with an assessment of senior managers and their potential to succeed the Chief Executive Officer and other senior management positions. In addition, the Chief Executive Officer shall prepare, on a continuing basis, and distribute to the Nominating and Governance Committee a short-term succession plan which delineates a temporary delegation of authority to certain officers of the Company, if all or a portion of the senior officers should unexpectedly become unable to perform their duties. The short-term succession plan shall be approved by the Board and shall be in effect until the Board has the opportunity to consider the situation and take action, when necessary.

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