

ZOLL MEDICAL CORPORATION

Amended and Restated Corporate Governance Guidelines

The Board of Directors (the “Board”) has adopted the Amended and Restated Corporate Governance Guidelines set forth below for the management of ZOLL Medical Corporation (the “Company”). The Board, in connection with the Company’s Nominating and Corporate Governance Committee, will review and amend these guidelines from time to time as it deems necessary and appropriate. These Corporate Governance Guidelines are in addition to, and should be interpreted in accordance with, any requirements imposed by applicable federal or state law, Nasdaq (or such other exchange upon which the Company’s publicly traded capital stock is listed), and the Company’s Restated Articles of Organization, as amended, and Amended and Restated By-laws, as amended.

I. Director Qualification Standards

- The Board has delegated to the Nominating and Corporate Governance Committee the responsibility for developing and recommending to the Board for its consideration and approval such criteria for prospective Director candidates as the Nominating and Corporate Governance Committee deems necessary or advisable. The Nominating and Corporate Governance Committee will recommend to the Board from time to time such criteria for its consideration and approval. The Board may, however, rescind this delegation to the Nominating and Corporate Governance Committee and thereafter the Board shall have the responsibility for developing and approving from time to time such criteria for prospective Director candidates as it deems necessary or advisable.
- The Board has delegated to the Nominating and Corporate Governance Committee the responsibility of identifying suitable candidates for nomination to the Board (including candidates to fill any vacancies that may occur) and assessing their qualifications in light of the policies and principles in these Corporate Governance Guidelines and the Nominating and Corporate Governance Committee’s charter. The Nominating and Corporate Governance Committee will recommend prospective Director candidates for the Board’s consideration and review the prospective candidates’ qualifications with the Board. The Board shall retain the ultimate authority to nominate a candidate for election by the stockholders as a Director or to fill any vacancy that may occur.
- In identifying prospective Director candidates, the Nominating and Corporate Governance Committee may consider all facts and circumstances that it deems appropriate or advisable, including, without limitation, the skills and qualifications of the prospective Director candidate, his or her depth and breadth of business experience or other background characteristics, his or her age, his or her past or anticipated contributions to the Board and its committees, his or her independence, the needs of the Board and the diversity of present and anticipated Board membership.
- In the event of a vacancy on the Board resulting from the death, disability or resignation of any Director, the Nominating and Corporate Governance Committee will determine

whether to leave the vacancy open until the next annual meeting, or to recommend a nominee to the full Board to fill the vacancy. Any Director appointed by the Board to fill such a vacancy will be subject to election by the stockholders at the next annual meeting.

- At least a majority of the members of the Board shall meet the independence requirements set forth in Rule 4200(a)(15) of the NASD Marketplace Rules (“Rule 4200(a)(15)”) within the time period required thereby.
- At least annually, the Board will evaluate all relationships between the Company and each Director in light of all relevant facts and circumstances for the purposes of determining whether a material relationship exists that might signal a potential conflict of interest or otherwise interfere with such Director’s ability to satisfy his or her responsibilities as an independent Director.
- Carrying out the duties and fulfilling the responsibilities of a Director require a significant commitment of an individual’s time and attention and each Director is expected to ensure that his or her other commitments do not materially interfere with the Director’s responsibilities to the Company. Accordingly, the Board believes that each of its members should serve on no more than three other boards of directors of publicly-held companies. Moreover, in connection with the Director nomination process, the Board and/or the Nominating and Corporate Governance Committee, as applicable, will assess whether the performance of any Director has been or is likely to be adversely impacted by excessive time commitments, including service on other boards.
- Directors must notify the Chairman of the Board prior to accepting a seat on the board of directors of another business corporation so that the potential for conflicts or other factors compromising the Director’s ability to perform his duties may be fully assessed.
- The Board does not believe that arbitrary limits on the number of consecutive terms a Director may serve are appropriate in light of the substantial benefits resulting from a sustained focus on the Company’s business, strategy and industry over a significant period of time.
- The Board will not nominate for election as Director any person who is 75 years of age or older. Any serving Director who reaches the age of 75 will not be re-nominated following the end of his or her term.
- The Nominating and Corporate Governance Committee shall be responsible for developing and implementing succession plans for the Board as appropriate in light of all relevant facts and circumstances.

II. Director Responsibilities

- The business and affairs of the Company is managed under the direction of the Board, acting on behalf of the stockholders. The Board has delegated to the officers of the Company the authority and responsibility for managing the Company’s everyday affairs, but retains the responsibility for monitoring and overseeing management in this activity.

- In discharging their responsibilities, the Directors shall exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders.
- No Director represents, or should represent, the interest of any particular constituency, other than the stockholders as a whole.
- Although the Directors generally serve as the ultimate decision-making authority over the Company's business and affairs, the Directors have an oversight role and are not expected to perform or duplicate the tasks of the Chief Executive Officer ("CEO") or senior management.
- Each Director owes his or her primary duty of loyalty to the Company. Each Director should inform the Board of any actual or potential conflict of interest and, if necessary or appropriate, recuse himself or herself from any discussions or decisions involving such matters.
- Each member of the Board is expected to make all reasonable efforts to attend regularly scheduled meetings of the Board and any committee on which he or she serves and to participate in telephone conference meetings or other special meetings of the Board and any committee on which he or she serves. In the event that Directors are unable to make at least 75% of those regular or special meetings (together with the meetings of committees on which such Director serves), the Company will be required to disclose that fact in its annual proxy statement. In addition, attendance and participation at meetings is an important component of the Directors' duties and, as such, attendance rates will be taken into account by the Nominating and Corporate Governance Committee in connection with assessments of Director candidates for renomination as Directors.
- Directors are expected to spend the time needed and meet as frequently as necessary to discharge their responsibilities. The Chairman of the Board will generally prepare an agenda for each Board meeting for distribution in advance of the meeting to the entire Board. Committee meetings are typically held for specific purposes known to members before the meeting; accordingly, a written agenda for these meetings will usually not be prepared. Senior management is responsible for distributing to the Directors prior to a meeting relevant information and data that are important to the Board's understanding of the business to be conducted at the meeting and Directors should review these materials in advance of the meeting to the extent reasonably practicable. Written material to be presented at any Board or committee meeting should, to the extent possible, be distributed to the entire Board or committee sufficiently in advance of the meeting to allow for meaningful review. The Board recognizes that this timing may not always be possible, particularly where the Board or committee needs to meet on short notice or in order to preserve the confidential or sensitive nature of certain information.
- Whenever a Director's principal employment changes to a material extent (such as termination of employment, change in employer, change in title or significant change in responsibilities), such Director shall promptly submit his or her resignation as a Director

to the Board. The Board will determine in each instance whether or not to accept such resignation.

- In addition to the Board's general oversight responsibilities, the Board (acting by itself or through one or more committees) has several specific responsibilities, including, without limitation:
 - Planning for management succession (including CEO succession planning);
 - Understanding, reviewing and monitoring implementation of the Company's strategic plans and major corporate actions;
 - Understanding and reviewing annual operating plans and budgets;
 - Advising management on significant issues facing the Company;
 - Reviewing and approving significant corporate actions;
 - Assessing major risks facing the Company, and reviewing options for their mitigation.
 - Together with the Audit Committee, focusing on the integrity and clarity of the Company's financial statements and financial reporting;
 - Through the Audit Committee, engaging outside auditors and considering auditor independence issues;
 - Together with the Audit Committee, reviewing the systems the Company has in place to prevent and detect wrongdoing by monitoring the internal accounting function and compliance program; and
 - Together with the Compensation Committee, selecting, evaluating and compensating the CEO;
 - Together with the Compensation Committee, providing counsel and oversight on the selection, evaluation, development and compensation of senior management;
 - Together with the Nominating and Corporate Governance Committee, considering the nomination of Directors and committee members and overseeing effective corporate governance.

III. Board Structure

- It is the sense of the Board that a size of five to ten members is appropriate, and assures a sufficient pool of expertise and business experience without becoming unwieldy. The Board reserves the right to increase or decrease the size of the Board, subject to any relevant provisions in the Company's Amended and Restated By-laws, as amended, depending on an assessment of the Board's needs and other relevant circumstances at any

given time, including, without limitation, the Board's ability to remain in compliance with the independence requirements set forth in Rule 4200(a)(15), changes in the complexity of the Company's business, the desired breadth of expertise, and considerations of the optimal size of Board committees.

- The Chairman of the Board shall be elected from the members of the Board and shall not serve as the Company's Chief Executive Officer.
- The Board intends at all times to have an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. The Board may from time to time establish additional committees as necessary or appropriate. Committee members will be appointed by the Board. Each of these standing committees will have a written charter that sets forth the responsibilities of such committee and the qualifications for committee membership.
- The independent Directors will meet at regularly scheduled executive sessions without management participation. The Director who presides at these meetings will be chosen by the independent Directors, and his or her name will be disclosed in the annual proxy statement.

IV. Director Access to Management and Independent Advisors

- In carrying out its responsibilities, the Board, and each committee thereof, shall be entitled to rely on the advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Board, or any such committee, may consult. The Board, and each committee thereof, shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company, attend a meeting of the Board or such committee, or meet with any members of or advisors to the Board or such committee. The Board or any committee thereof shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities.

V. Director Compensation

- The form and amount of Director compensation will be reviewed periodically, but at least annually, by the Compensation Committee, which shall make recommendations to the Board based on such review. In discharging this duty, the Compensation Committee shall be guided by three goals: compensation should fairly pay Directors for work required in a company of the Company's size and scope; compensation should align Directors' interests with the long-term interests of stockholders; and the structure of the compensation should be simple, transparent and easy for stockholders to understand. Executive officers of the Company will not receive any additional compensation for their services as Directors. The Board shall retain the ultimate authority to determine the form and amount of Director compensation.

VI. Director Orientation and Continuing Education

- The Company encourages Directors to participate (at the Company's expense) in educational and training programs designed to improve their performance as Directors.

VII. Management Succession

- In the event the CEO becomes unable to fulfill his or her responsibilities, the Board, will promptly appoint either a senior Executive Officer or a member of the Board to serve as interim CEO. The Board, or an ad hoc search committee established by the Board, will promptly commence a search for a longer-term replacement, considering both external and internal candidates (including the interim CEO). The Board will make a formal determination, taking due consideration of any recommendations of such ad hoc search committee. The Board will meet at least annually with the CEO for input as to which senior Executive Officers are qualified to serve as Interim CEO.

VIII. Miscellaneous

- The Board believes that management shall be primarily responsible for communications with the press, media and other outside parties made on behalf of the Company. Individual Board members may, from time to time, meet or otherwise communicate with outside constituents on behalf of the Company, but only at the request of management or the Board, and should otherwise refer all inquiries to management.
- These guidelines are not intended to modify, extinguish or in any other manner limit the indemnification, exculpation and similar rights available to the Directors of the Company under applicable law and/or the Company's Restated Articles of Organization, as amended, and/or its Amended and Restated By-laws, as amended.
- Although these Corporate Governance Guidelines have been approved by the Board, it is expected that these guidelines will evolve over time as customary practice and legal requirements change. In particular, guidelines that encompass legal requirements as they currently exist will be deemed to be modified as and to the extent such legal requirements are modified. In addition, the guidelines may also be amended by the Board at any time as it deems appropriate.

ADOPTED: November 9, 2004

AMENDED AND RESTATED: November 11, 2008

FURTHER AMENDED AND RESTATED: November 16, 2010