

INTEGER HOLDINGS CORPORATION CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of Integer Holdings Corporation (the “Company”) has adopted these guidelines to reflect the Company’s commitment to good corporate governance, and to comply with any applicable legal requirements. In furtherance of these goals, the Board has adopted a Company Code of Conduct and has written charters for its Corporate Governance and Nominating Committee, Compensation and Organization Committee, Audit Committee and Technology Strategy Committee. The Corporate Governance and Nominating Committee periodically reviews these guidelines and proposes modifications to the Board for consideration as appropriate.

I. Director Responsibilities

A. Basic Responsibilities

The business affairs of the Company are managed under the direction of the Board, which represents and is accountable to the shareholders of the Company. The Board’s responsibilities are active and not passive and include the responsibility to evaluate the strategic direction of the Company, management policies and the effectiveness with which management implements its policies and to plan for CEO succession.

The basic responsibility of the directors is to act in good faith and with due care so as to exercise their business judgment on an informed basis in what they reasonably and honestly believe to be in the best interests of the Company and its shareholders, bearing in mind the Company’s commitment to diversity and inclusion. In discharging that obligation, the directors must inform themselves of all relevant information reasonably available to them and disclose to the rest of the members of the Board any potential conflict of interest they may have with respect to a matter under discussion. If appropriate, Directors must also recuse themselves from Board discussions of a matter and refrain from voting on a matter with respect to which they have or may have a conflict of interest.

B. Board and Committee Meetings

Directors are expected to prepare for and use reasonable efforts to participate in all Board meetings and meetings of committees on which they serve. The Board and each committee will meet as frequently as necessary to discharge their responsibilities, provided that the full Board will meet at least four times per year.

The Board Chairman and the Company’s Chief Executive Officer will jointly prepare the agenda for each Board meeting. Each director is free to suggest the inclusion of items on the agendas.

Information and data that are important to the Board’s understanding of the business to be included at a Board or committee meeting should, to the extent practical, be distributed in writing to the directors sufficiently in advance of the meeting to permit meaningful review, and directors are expected to review in detail the provided materials in advance of each meeting.

C. Meetings of Non-Management Directors

The non-management directors will meet without management in executive session at each regularly scheduled Board meeting and at such other times as they deem appropriate. The Chairman will act as the “lead independent director” to preside at all executive sessions of the non-management directors and act as a liaison between non-management directors and management.

D. Board Interaction with Institutional Investors, Research Analysts and Media

As a general rule, management will speak on behalf of the Company. Comments and other statements from the entire Board, if appropriate, will generally be made by the Chairman. In normal circumstances, each director will refer all inquiries from third parties to management.

E. Confidentiality

The proceedings and deliberations of the Board and its Committees are strictly confidential. Each director must maintain the confidentiality of all proprietary, privileged or otherwise protected information about the Company, customers, suppliers and other entities that the director obtains in connection with his or her service as a director, except where the disclosure is required by law or where an obligation of confidentiality would contravene any law or regulation promulgated thereunder.

II. Composition and Selection of Board

A. Size and Composition of the Board

The number of directors constituting the entire Board shall be no fewer than one (1) and no more than twelve (12), or such other number as may be fixed from time to time by action of the Board, one of whom may be selected by the directors to be Chairman.

B. Board Membership Criteria

The Board shall have a majority of directors who meet the criteria for independence, that being (1) satisfaction of the bright-line independence standards under the NYSE listing standards and (2) affirmative determination by the Board that the Director has no material relationship with the Company directly (in any capacity other than as a director) or indirectly as a partner, controlling shareholder or executive officer of any organization that has a business relationship with the Company. Each independent director is expected to notify the Chair of the Corporate Governance and Nominating Committee, as soon as reasonably practicable, in the event that his or her personal circumstances change in a manner that may affect the Board’s evaluation of such director’s independence.

The Corporate Governance and Nominating Committee is responsible for reviewing with the Board, on an annual basis, the composition of the Board as a whole, and whether the Company is being well served by the directors taking into account the director’s independence, age, skills, experience and availability for services to the Company.

The Corporate Governance and Nominating Committee will recommend director nominees to the Board in accordance with the policies and principles in its charter. The invitation to join the Board should be extended by the Chairman and the Chair of the Corporate Governance and Nominating Committee.

C. Board Elections – Director Resignation Policy

It is a policy of the Company that any nominee for director who receives a greater number of “withhold” votes than “for” votes (a “Majority Withhold Vote”) in an uncontested election is expected to tender to the Board his or her resignation as a director promptly following the certification of the election results. For purposes of this policy, an “uncontested” election is one in which the number of nominees standing for election is the same as (or less than) the number of directors to be elected, and abstentions and broker non-votes will not be considered as either “withhold” votes or “for” votes.

The Corporate Governance and Nominating Committee will consider any resignation tendered under this policy and recommend to the Board whether to accept or reject it and the Board will act on such resignation, taking into account the Committee’s recommendation, within 90 days following the certification of the election results. The Corporate Governance and Nominating Committee in making its recommendation, and the Board in making its decision, may consider any information it deems appropriate including without limitation any reasons given by shareholders for their withhold votes, the qualifications of the director and his or her contributions to the Board and the Company. The Board will promptly disclose its decision to accept or reject such a resignation and, if rejected, the reasons for doing so.

A director who tenders his or her resignation pursuant to this policy shall recuse himself/herself from all deliberations and any vote of the Board or any committee regarding such resignation. If all of the directors who are members of the Corporate Governance and Nominating Committee receive a Majority Withhold Vote in the same election, then the Board may appoint a committee of independent directors who did not receive a Majority Withhold Vote in that election to consider such resignation(s) and recommend to the Board whether to accept or reject such resignation(s), or the Board may take up the issue directly without a recommendation.

If a director’s resignation is rejected by the Board, the director will continue to serve for the remainder of the term to which he or she received the Majority Withhold Vote and until his or her successor is duly elected, except in the event of his or her earlier death, resignation or removal. If a director’s resignation is accepted by the Board, the Board in its sole discretion may fill the resulting vacancy or decrease the number of directors comprising the Board, consistent with the Company’s Bylaws.

D. Memberships on Other Boards

Directors must inform the Chair of the Corporate Governance and Nominating Committee in advance of accepting an invitation to serve on another company board and secure approval from the Corporate Governance and Nominating Committee. Independent Directors shall not serve on more than four boards of publicly traded companies. The Company’s Chief Executive Officer shall not serve on the board of more than one publicly held outside company.

No director may sit on the board of, or beneficially own any stock in (other than through mutual funds or similar non-discretionary, undirected arrangements), any of the Company's competitors in its principal lines of business. In the event a director is uncertain about beneficial ownership, he or she is encouraged to seek guidance from the Company's General Counsel.

E. Changes in Current Job Responsibility

Directors, including employee directors, who retire from or change the job or principal responsibility they held when they were selected for the Board will notify the Corporate Governance and Nominating Committee and offer to resign from the Board. The Corporate Governance and Nominating Committee will then review whether it is appropriate for such director to continue to be a member of the Board and recommend to the Board whether the director's offer to resign should be accepted.

F. Board Tenure and Board Refreshment

The Board has the responsibility to review and consider the composition and structure of the Board and its Committees to ensure that an appropriate balance of specialization, skills, diversity and independence is reflected. The Board will follow a Board refreshment process that addresses future Board retirements and Committee rotations. The Corporate Governance and Nominating Committee will, as part of its annual assessment of the composition and performance of the Board, review a Director's continuing service on the Board to ensure the Board can operate effectively.

The Board believes that it is an advantage to have the continuous contribution of Directors over a period of time during which they are able to develop familiarity and insight concerning the Company and its business. The Board also believes that term limits and mandatory retirement requirements have the compelling disadvantage of sacrificing the experience and expertise of Directors who have developed special insight into the Company's business. Accordingly, the Board has not established a mandatory retirement age or term limits for Directors.

III. Board Committees

A. Composition and Responsibilities

The Board will have at all times an Audit Committee, a Compensation and Organization Committee, a Corporate Governance and Nominating Committee, and any other committees the Board deems appropriate. All of the members of the Audit, Compensation and Organization, and Corporate Governance and Nominating Committees will be independent directors. The members of the Audit, Compensation and Organization, and Corporate Governance and Nominating Committees will be appointed by the Board upon recommendation of the Corporate Governance and Nominating Committee based on each committee's member qualification standards. Consideration should be given to the desires, skills and characteristics of individual directors. The Board will appoint the Chair of each committee upon the recommendation of the Corporate Governance and Nominating Committee.

The Corporate Governance and Nominating Committee will annually review committee assignments and will consider the rotation of committee chairs and committee members with a view toward balancing the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various directors.

B. Charters

The Board will adopt charters setting forth the purposes, goals and responsibilities of each of the Audit Committee, the Compensation and Organization Committee, the Corporate Governance and Nominating Committee, and any other committees the Board deems appropriate, as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The Corporate Governance and Nominating Committee reviews, approves and recommends all committee charters to the Board.

IV. Management Evaluation and Succession Planning

A. Management Evaluation

The Compensation Committee annually (i) reviews and approves corporate goals relevant to the compensation of the CEO (ii) evaluates and reports to the Board the CEO's performance in light of those goals and objectives and (iii) conducts a review of the performance and establishes the compensation of the other executive officers. Under the direction of the Chairman, the Board conducts an annual review of the performance and establishes the compensation of the CEO.

B. Succession Planning

The Corporate Governance and Nominating Committee will report to the Board at least annually on succession planning for the Chief Executive Officer. The Compensation and Organization Committee will report to the Board at least annually on plans for succession and development of the Company's other executive officers.

V. Director Access to Officers, Employees and Independent Advisors

A. Access to Management and Employees

In discharging its oversight role, the Board and its committees will have direct access to management of the Company as necessary. Any meeting or contact that a director wishes to initiate will be arranged through the Chief Executive Officer except to the extent such meeting or contact is with respect to normal activities of their Board committees or with respect to a matter of concern specific to the Chief Executive Officer. The directors will exercise reasonable judgment to ensure that any such contact is not disruptive or distracting to the organization or the business operations of the Company. No individual director should give direction to Company employees during these meetings or contacts; such direction should be provided by the full Board to the Chief Executive Officer.

B. Access to Independent Advisors

The Board and each committee have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance. The Company will provide sufficient funding to the Board and to each committee, as determined by the Board and each of its committees, to exercise their functions and provide compensation for the services of their advisors and, in the case of the Audit Committee, independent auditors.

C. Internal Reporting

The Audit Committee encourages the submission, on a confidential basis, of complaints and concerns regarding securities laws and regulations, accounting standards and controls, and auditing practices. The Audit Committee will oversee treatment of employee concerns in this area. The senior executives of the Company are encouraged to initiate direct contact with the Chair of the Audit Committee if they believe that there is a matter that should be brought to the attention of the Board.

Complaints regarding non-accounting matters will be handled with normal departmental practices.

VI. Director Orientation and Continuing Education

All new directors will participate in the Company's orientation initiatives as soon as practicable after the meeting at which new directors are elected. The initiatives will include presentations by senior management and outside advisors as appropriate to familiarize new directors with the Company's business, its strategic plans, its significant financial, accounting and risk management issues and its compliance programs, as well as their fiduciary duties and responsibilities as directors. All other directors are also invited to attend any orientation initiatives.

The Corporate Governance and Nominating Committee and members of senior management of the Company as well as appropriate outside advisors will periodically report to the Board on any significant developments in the law and practice of corporate governance and other matters relating to the duties and responsibilities of directors in general.

Directors are encouraged to participate in continuing education as appropriate for the directors at least once every two years.

VII. Director Compensation

The Corporate Governance and Nominating Committee will periodically review and recommend, and the Board will approve, the form and amount of director compensation in accordance with the corporate policies and principles relevant to director compensation. It is the Company's policy that a significant portion of director compensation be in the form of Company stock or equity-based awards. The Board will consider that directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or

if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.

VIII. Director Stock Ownership Guidelines

Directors are expected to own at least 6,000 shares of Company common stock within five years of their election as a director. In addition, a non-employee director may not sell shares of Company common stock, except through “sell to cover” exercises of stock options, if the value of his or her holdings in Qualifying Shares is not at least five times the amount of the annual cash retainer paid to the director. Qualifying Shares include (i) shares owned outright by the director or his or her immediate family members residing in the same household, or held in a trust or partnership controlled by the director or his or her immediate family members residing in the same household, (ii) shares owned as a result of the vesting of restricted stock awards, (iii) shares acquired upon stock option exercises that the director continues to hold, and (iv) restricted stock awards that vest over time and have no performance-based vesting requirements.

IX. Annual Performance Evaluation

The Corporate Governance and Nominating Committee, on behalf of the Board, will conduct an annual evaluation of the Board and of each committee to determine whether they are functioning effectively, and will submit a report to the full Board at the end of the review.

The assessment will focus on the contribution to the Company by the Board and each committee. Individual self-evaluation will be completed by each director and reviewed annually with the Chairman and the Chair of the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee will establish the criteria to be used in such evaluations.

X. Directors Insurance, Indemnification and Exculpation

The Company intends to, and the directors will be entitled to have the Company, purchase reasonable directors’ and officers’ liability insurance on behalf of the directors to the extent reasonably available. In addition, the directors will receive the benefits of indemnification provided by the Company’s certificate of incorporation and by-laws, as well as the benefits afforded by the provisions regarding absence of personal liability contained in the Company’s certificate of incorporation.