

SONOSITE, INC.

CORPORATE GOVERNANCE PRINCIPLES

*Adopted by the Board of Directors on February 12, 2003;
as amended on February 9, 2005, December 4, 2006 and April 21, 2009*

The following principles, together with the charters of the Board committees, provide the framework for the governance of SonoSite. The Nominating and Corporate Governance Committee of the Board shall review this statement of policy annually and report to the Board with any recommendations for amendments it deems necessary and appropriate.

Board of Directors Composition, Compensation and Conduct

1. Size. SonoSite's Bylaws provide that the Board will not be less than five nor more than ten directors. The Board shall periodically review the size of the Board to determine its optimum size. In determining optimum Board size, the Board should consider the nature, size, and complexity of SonoSite's business as well as its stage of development.
2. Selection of Board Members. SonoSite's shareholders shall elect all Board members annually, except as noted below with respect to interim vacancies. The Nominating and Corporate Governance Committee shall be responsible for screening and nominating candidates for annual election as well as for Board vacancies. The Board shall be responsible for filling vacancies in existing or new director positions, but shall make such appointments only from those candidates nominated by the Nominating and Corporate Governance Committee. Directors appointed by the Board may only serve until the next election of directors unless elected by the shareholders to a further term at that time. Candidates for open director seats shall be selected on the basis of the criteria set forth in paragraph 4 below.
3. Independence. It is the policy of SonoSite, as a publicly owned corporation, that the Board should have a substantial degree of independence from management. Accordingly, a majority of the members of the Board shall be independent, as defined in the listing standards of Nasdaq.
4. Board Membership Criteria. The Nominating and Corporate Governance Committee shall consider candidates to fill Board vacancies created by expansion, resignation or retirement. Among the characteristics to be considered by the Committee are professional background, business experience, judgment and integrity, familiarity with the healthcare industry and technical expertise. To the extent practicable, candidates for open director seats shall be selected on the principle that relevant business and industry experience is beneficial to the Board as a whole. In determining whether to recommend a director for re-election, the Nominating and Corporate Governance Committee also shall consider the director's past attendance at meetings and participation in and contributions to the activities of the Board and Board committees, as well as the nature and time involved in a director's service on other boards.
5. Term Limits, Retirement and Resignation. The Board does not have any policy on term limits or retirement age for nonemployee Board members. Management directors shall resign from the Board upon their resignation, removal or retirement as officers of SonoSite.

6. Significant Job Changes. The Board does not believe that any director who retires from his or her present employment or who materially changes his or her position or principal occupation or business association should necessarily leave the Board. However, The Board believes that any director who retires from his or her present employment, or who materially changes his or her position, should offer to resign from the Board within ten (10) days of such change. The Nominating and Corporate Governance Committee shall determine whether the Board shall accept the resignation or whether the director should remain on the Board based on a review of the continued appropriateness of Board membership under these circumstances and whether the individual continues to satisfy the Board's membership criteria in light of his or her new occupational status.
7. Board Compensation. The Board shall set director compensation. The Compensation Committee shall review, or request management and/or outside consultants to review appropriate compensation policies for the directors serving on the Board and on its committees from time to time and make recommendations to the Board when it concludes changes are needed. As a general principle, director compensation should be within the range of director compensation of companies comparable to SonoSite.
8. Assessing Performance. The Nominating and Corporate Governance Committee shall conduct an annual assessment of the performance of the Board and its committees and shall report its conclusions to the Board.
9. Attendance. Directors are expected to attend all meetings and to have reviewed all written materials distributed to them prior to the meeting. The Board believes that it is preferable that directors be physically present at all meetings, although attendance by teleconference, videophone or similar communication equipment will be permitted if a director cannot be physically present at the meeting.
10. Conflicts of Interest. Directors are expected to avoid any action, position, or interest which conflicts with the interests of SonoSite, or give the appearance of a conflict. If an actual or potential conflict of interest arises for a director, the director shall promptly inform the CEO and the Chairman of the Board. If a significant conflict exists and cannot be resolved, the director should resign. All directors shall recuse themselves from any discussion or decision affecting their personal, business or professional interests. To the extent applicable, members of the Board shall comply with SonoSite's Code of Conduct as in effect from time to time.
11. Consulting Agreements. SonoSite shall not enter into paid consulting arrangements with non-management directors or their employers.
12. Access to Independent Advisors. The Board and its committees shall have the right at any time to retain independent outside financial, legal or other advisors.

Meetings of the Board of Directors

13. Agenda. The Chairman and CEO shall establish the agenda of each Board meeting, with input from other Board members.
14. Distribution of Materials. SonoSite shall distribute by hard copy and/or electronic copy, sufficiently in advance of meetings to permit meaningful review, written materials for use at Board meetings where feasible. The Board acknowledges that certain items to be discussed at Board meetings are of an extremely sensitive nature and that the

distribution of materials on these matters prior to the Board meeting may not be appropriate.

15. Frequency of Meetings. The Board shall meet at least quarterly each year.
16. Independent Directors Discussion. At each Board meeting, and at such other times as determined by the Chairman or as required by applicable law, the independent directors shall meet separately in executive session without management present.
17. Access to Employees and Information. The Board encourages management to arrange presentations at Board meetings by managers to further understanding of the matters under discussion. The Board shall have access to SonoSite employees in an effort to ensure that directors can obtain the information needed to fulfill their duties.

Committees of the Board

18. Committees. The Board believes that a committee structure permits the Board to address key areas in more depth than may be possible in a full Board meeting, and that the functions generally performed by audit, compensation, and corporate governance committees are central to effective corporate governance. The current four committees of the Board are the Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee and Innovation and Technology Committee. Each committee shall perform its work in accordance with the responsibilities assigned to it by the Board and set forth in its charter and SonoSite's Bylaws.
19. Committee Membership. Each committee shall consist solely of independent directors. The Nominating and Corporate Governance Committee shall review the committee structure of the Board and the membership and chairmanship of the Board and its various committees at least once annually and shall make recommendations for any changes to the Board. The Board shall be responsible for the appointment of committee members and chairs, taking into account the committee's function and need for expertise as well as the individual skills and experience of the appointees.
20. Committee Meeting Procedures. In consultation with the Chairman of the Board, the chair of each committee shall determine the frequency of meetings and the agenda for each meeting. The Audit Committee, Compensation Committee and Nominating and Corporate Governance Committees shall meet at least quarterly each year. The committee chairs shall report to the full Board after each meeting, and minutes of the committees shall be circulated to the full Board.

Role with Respect to Management

21. Evaluation of Senior Officers and CEO and Succession Planning. The Compensation Committee shall conduct a review at least annually of the performance and compensation of the CEO and in consultation with the CEO, the performance and compensation of senior officers. As part of the annual CEO evaluation process, the Compensation Committee shall work with the CEO to plan for CEO succession. The Compensation Committee shall report the results of such review to the independent directors and make recommendations for any changes.
22. CEO Service on Other Boards. The CEO shall obtain the approval of the Board of any proposed service by the CEO on the board of directors of another company or any involvement in a business or nonprofit organization that would involve a significant time commitment by the CEO.
23. Disclosure of Corporate Governance Principles. These Corporate Governance Principles shall be made publicly available on SonoSite's website, www.sonosite.com.

