

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**ICU MEDICAL, INC.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all the boxes that apply):

No fee required.

Fee paid previously with preliminary materials.

Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.



# Your **Vote** Counts!

**ICU MEDICAL, INC.**

2026 Annual Meeting

Vote by May 12, 2026

11:59 PM ET



V90363-P47656

## You invested in ICU MEDICAL, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the 2026 Annual Meeting of Stockholders to be held on May 13, 2026.**

### Get informed before you vote

View the Annual Report and Proxy Statement online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 29, 2026. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote Virtually at the Meeting\*

May 13, 2026  
9:00 AM Pacific Time

Virtually at:  
[www.virtualshareholdermeeting.com/ICUI2026](http://www.virtualshareholdermeeting.com/ICUI2026)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors <b>Nominees:</b> 01) Vivek Jain 02) David C. Greenberg 03) Elisha W. Finney 04) David F. Hoffmeister 05) Donald M. Abbey 06) Laurie Hernandez 07) Kolleen T. Kennedy	<input checked="" type="checkbox"/> For
2. To ratify the appointment of Deloitte & Touche LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2026.	<input checked="" type="checkbox"/> For
3. To approve, on an advisory (non-binding) basis, the compensation of the Company's named executive officers.	<input checked="" type="checkbox"/> For
4. To approve an amendment to the Company's Amended and Restated Certificate of Incorporation to adopt simple majority voting provisions.	<input checked="" type="checkbox"/> For
5. To approve an amendment to the Company's Amended and Restated Certificate of Incorporation to adopt a stockholder right to call special meetings at an ownership threshold of 25%.	<input checked="" type="checkbox"/> For
6. To approve an adjournment of the Annual Meeting, if necessary, to solicit additional proxies to approve Proposal 5.	<input checked="" type="checkbox"/> For
7. To approve, on an advisory basis, a stockholder proposal to establish a 10% stockholder special meeting right.	<input checked="" type="checkbox"/> Against
<b>NOTE:</b> Such other business as may properly come before the meeting or any continuation, adjournment or postponement thereof.	